

Exhibit B

Monthly Statements

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA

Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

(Jointly Administered)

Debtors.¹

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IN RE:

PROMESA

Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

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**COVER SHEET TO FIRST MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE
OF DEBTOR, THE EMPLOYEES RETIREMENT SYSTEM
OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO
(“ERS”) FOR THE PERIOD MAY 21, 2017 THROUGH MAY 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	The Financial Oversight and Management Board for Puerto Rico, as Representative for the Debtor <u>Pursuant to PROMESA Section 315(b)</u>
Period for which compensation and reimbursement is sought:	<u>May 21, 2017 through May 31, 2017</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$88,025.00</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$79.00</u>
Total Amount for this Invoice:	<u>\$88,104.00</u>

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s first monthly fee application in these cases.

On September 5, 2017 Sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.,
Suzanne Uhland, Esq.,
Diana M. Perez, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico,
Edificio Ochoa, 500 Tanca
Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J. E. Añeses Negrón, Esq.
Ericka C. Montull-Nova, Esq.

**Co-Counsel for the Official Committee of
Retirees:**

Jenner & Block LLP
919 Third Ave.
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.
and
Bennazar, Garcia & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
Avenida Ponce de Leon #416
Hato Rey, San Juan
Puerto Rico 00918
Attn.: A.J. Bennazar-Zequeira

Summary of Legal Fees for the Period May 21, 2017 through May 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	1.20	\$876.00
202	Legal Research	23.20	\$16,936.00
203	Hearings and other non-filed communications with the Court	2.50	\$1,825.00
204	Communications with Claimholders	5.90	\$4,307.00
205	Communications with the Commonwealth its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	8.80	\$6,424.00
206	Documents Filed on Behalf of the Board	7.20	\$5,256.00
207	Non-Board Court Filings	30.40	\$22,192.00
208	Stay Matter	5.10	\$3,723.00
209	Adversary Proceeding	5.30	\$3,485.00
210	Analysis and Strategy	24.80	\$18,104.00
212	General Administration	0.90	\$225.00
213	Labor, Pension Matters	6.40	\$4,672.00
Totals		121.70	\$88,025.00

Summary of Legal Fees for the Period May 21, 2017 through May 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ana Vermal	Partner	Litigation	\$730.00	1.60	\$1,168.00
Jeffrey W. Levitan	Partner	BSGR & B	\$730.00	4.20	\$3,066.00
Kevin L. Perra	Partner	Litigation	\$730.00	15.30	\$11,169.00
Lary Alan Rappaport	Partner	Litigation	\$730.00	0.20	\$146.00
Martin J. Bienenstock	Partner	BSGR & B	\$730.00	0.60	\$438.00
Paul Possinger	Partner	BSGR & B	\$730.00	17.30	\$12,629.00
Stephen L. Ratner	Partner	Litigation	\$730.00	9.60	\$7,008.00
Steven O. Weise	Partner	Corporate	\$730.00	1.90	\$1,387.00
Timothy W. Mungovan	Partner	Litigation	\$730.00	11.10	\$8,103.00
Chantel L. Febus	Senior Counsel	Litigation	\$730.00	11.20	\$8,176.00
Chris Theodoridis	Associate	BSGR & B	\$730.00	3.20	\$2,336.00
Daniel Desatnik	Associate	BSGR & B	\$730.00	2.70	\$1,971.00
Ehud Barak	Associate	BSGR & B	\$730.00	4.10	\$2,993.00
Jeramy Webb	Associate	BSGR & B	\$730.00	4.10	\$2,993.00
Joshua A. Esses	Associate	BSGR & B	\$730.00	1.10	\$803.00
Maja Zerjal	Associate	BSGR & B	\$730.00	1.90	\$1,387.00
Michael R. Hackett	Associate	Litigation	\$730.00	14.40	\$10,512.00
Vincent Indelicato	Associate	BSGR & B	\$730.00	13.70	\$10,001.00
William D. Dalsen	Associate	Litigation	\$730.00	1.80	\$1,314.00
Totals				120.00	\$87,600.00

Summary of Legal Fees for the Period May 21, 2017 through May 31, 2017

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Magali Giddens	Legal Assistant	BSGR & B	\$250.00	0.60	\$150.00
Totals				0.60	\$150.00

Practice Support	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Michael R.D. Cooper	Litigation Support	Litigation	\$250.00	0.30	\$75.00
Judy Lavine	Library	Professional Resources	\$250.00	0.80	\$200.00
Totals				1.10	\$275.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 121.70	<u>Fees</u> \$88,025.00
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Summary of Disbursements for the Period May 21, 2017 through May 31, 2017

EXPENSE CATEGORY	AMOUNTS
Online Research	
Lexis	\$79.00
Total	\$79.00

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$79,222.50, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$79.00) in the total amount of \$79,301.50.

Exhibit A

33260 FOMB

Invoice 170116637

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD
MEMBER

0007 PROMESA TITLE III: ERS

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Summary of Time Billed by Task		Hours	Value
201	Tasks relating to the Board , its Members, its Staff, its Advisors or its Consultants	1.20	\$876.00
202	Legal Research	23.20	\$16,936.00
203	Hearings and other non-filed communications with the Court	2.50	\$1,825.00
204	Communications with Claimholders	5.90	\$4,307.00
205	Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	8.80	\$6,424.00
206	Documents Filed on Behalf of the Board	7.20	\$5,256.00
207	Non-Board Court Filings	30.40	\$22,192.00
208	Stay Matter	5.10	\$3,723.00
209	Adversary Proceeding	5.30	\$3,485.00
210	Analysis and Strategy	24.80	\$18,104.00
212	General Administration	0.90	\$225.00
213	Labor, Pension Matters	6.40	\$4,672.00
Total		121.70	\$88,025.00

Tasks relating to the Board , its Members, its Staff, its Advisors or its Consultants -- 201

Date	Timekeeper	Task	Description	Hours	Amount
05/24/17	Vincent Indelicato	201	Review e-mails with Board and advisors regarding ERS issues.	0.30	\$219.00
05/24/17	Martin J. Bienenstock	201	E-mails with Ernst & Young regarding ERS funds flow.	0.60	\$438.00
05/24/17	Stephen L. Ratner	201	E-mail to A. Chepenik and M. Bienenstock regarding ERS.	0.20	\$146.00
05/31/17	Jeffrey W. Levitan	201	Review O'Neill analysis of pension claims.	0.10	\$73.00
				1.20	\$876.00

Legal Research -- 202

Date	Timekeeper	Task	Description	Hours	Amount
05/22/17	Ehud Barak	202	Review post-filing issues.	3.10	\$2,263.00
05/24/17	Paul Possinger	202	Review case law and analyses regarding Section 552.	0.80	\$584.00
05/24/17	Stephen L. Ratner	202	Review ERS materials.	0.50	\$365.00
05/24/17	Steven O. Weise	202	Review security interest issues.	1.90	\$1,387.00
05/24/17	Jeramy Webb	202	Research regarding lien issues.	1.30	\$949.00
05/25/17	Jeramy Webb	202	Research regarding security interests.	0.40	\$292.00
05/26/17	Stephen L. Ratner	202	Review ERS materials.	0.20	\$146.00
05/27/17	Stephen L. Ratner	202	Review ERS materials and consider strategy.	0.80	\$584.00
05/27/17	Kevin J. Perra	202	Analyze ERS bondholder claims and issues.	1.20	\$876.00
05/28/17	Stephen L. Ratner	202	Review ERS materials.	0.80	\$584.00
05/29/17	Stephen L. Ratner	202	Review ERS materials.	0.80	\$584.00
05/30/17	Chantel L. Febus	202	Review ERS bondholder objection and exhibits (0.60); Review ERS related stipulations and bond resolution (0.40); Review notes related to ERS Title III petition and potential litigation causes of action (0.30).	1.30	\$949.00
05/31/17	Chantel L. Febus	202	Review documents and draft outline notes for constitutional arguments for ERS (2.00); Review ERS motion, exhibits, decisions and pleadings in Detroit and Stockton bankruptcy cases in preparation for anticipated litigation defenses (3.00).	5.00	\$3,650.00
05/31/17	Kevin J. Perra	202	Review documents and memoranda regarding claims and defenses.	2.00	\$1,460.00
05/31/17	Jeffrey W. Levitan	202	Review P. Possinger summary of issues (0.20); Review UCC and 552 analysis (0.40); Analysis of statutory lien (0.40); Review Dentons memorandum regarding ERS bonds (0.40); Review DLA memorandum (0.30); Review Orange County decision (0.30).	2.00	\$1,460.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
05/31/17	Joshua A. Esses	202	Discussion with J. Levitan regarding ERS research.	1.10	\$803.00
				23.20	\$16,936.00

Hearings and other non-filed communications with the Court -- 203

Date	Timekeeper	Task	Description	Hours	Amount
05/30/17	Kevin J. Perra	203	Work on ERS claims and issues (1.00); Review documents and memoranda regarding same (1.50).	2.50	\$1,825.00
				2.50	\$1,825.00

Communications with Claimholders -- 204

Date	Timekeeper	Task	Description	Hours	Amount
05/22/17	Paul Possinger	204	Review correspondence to BNY.	0.20	\$146.00
05/23/17	Paul Possinger	204	Review bondholder letter demanding adequate protection.	0.40	\$292.00
05/23/17	Maja Zerjal	204	Review bondholder letter regarding general administration.	0.50	\$365.00
05/24/17	Vincent Indelicato	204	Review ERS bondholder letter correspondence and proposed stipulation.	1.50	\$1,095.00
05/27/17	Paul Possinger	204	Call with bondholder's counsel regarding scheduling, and related e-mails.	0.60	\$438.00
05/27/17	Timothy W. Mungovan	204	Communications with counsel for ERS bondholders.	0.50	\$365.00
05/28/17	Paul Possinger	204	Teleconference with White & Case regarding schedule for ERS bond litigation.	0.40	\$292.00
05/31/17	Kevin J. Perra	204	Review bond documents.	1.20	\$876.00
05/31/17	Jeffrey W. Levitan	204	Review ERS bond holder presentation 552.	0.60	\$438.00
				5.90	\$4,307.00

Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities -- 205

Date	Timekeeper	Task	Description	Hours	Amount
05/22/17	Paul Possinger	205	Calls with O'Melveny regarding ERS wire.	0.30	\$219.00
05/22/17	Ehud Barak	205	Discussion with S. Uhland regarding ERS payment.	0.50	\$365.00
05/22/17	Chantel L. Febus	205	Review summary of Governor's statement regarding ERS Title III.	0.20	\$146.00
05/24/17	Paul Possinger	205	Discussion with S. Uhland regarding briefing schedule.	0.40	\$292.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
05/26/17	Paul Possinger	205	Calls with S. Uhland regarding ERS budget and related e-mails.	1.00	\$730.00
05/27/17	Paul Possinger	205	Calls with S. Uhland and T. Mungovan regarding scheduling.	0.40	\$292.00
05/27/17	Timothy W. Mungovan	205	Communications with counsel for AAFAF regarding BNY interpleader.	0.50	\$365.00
05/28/17	Paul Possinger	205	E-mail with S. Uhland regarding schedule for ERS bond litigation.	0.20	\$146.00
05/29/17	Paul Possinger	205	Call with M. Bienenstock and O'Melveny regarding ERS disputes.	1.00	\$730.00
05/29/17	Timothy W. Mungovan	205	Communications with M. Bienenstock and O'Melveny regarding negotiations with bond holders.	1.00	\$730.00
05/29/17	Vincent Indelicato	205	Teleconference with M. Bienenstock, S. Uhland, and P. Possinger regarding ERS issues (0.50); Teleconference with O'Melveny and Proskauer teams regarding pension issues (1.30).	1.80	\$1,314.00
05/29/17	Jeramy Webb	205	Call with P. Hamburger, P. Possinger, V. Indelicato, and O'Melveny regarding same.	1.30	\$949.00
05/30/17	Paul Possinger	205	Discuss briefing schedule with S. Uhland.	0.20	\$146.00
				8.80	\$6,424.00

Documents Filed on Behalf of the Board -- 206

Date	Timekeeper	Task	Description	Hours	Amount
05/22/17	Vincent Indelicato	206	Review ERS Title III filing documents.	0.90	\$657.00
05/22/17	Stephen L. Ratner	206	Review materials regarding ERS Title III filing.	0.40	\$292.00
05/23/17	Maja Zerjal	206	Review draft notice of appearance for Title III proceedings.	0.20	\$146.00
05/23/17	Stephen L. Ratner	206	Review material regarding Title III filing.	0.20	\$146.00
05/25/17	Stephen L. Ratner	206	Prepare to respond to BNY interpleader argument and conferences with T. Mungovan regarding same.	1.50	\$1,095.00
05/27/17	Vincent Indelicato	206	Analyze BNY adversary complaint and motion for order to show cause and related issues.	2.50	\$1,825.00
05/27/17	Timothy W. Mungovan	206	Review BNY interpleader.	0.50	\$365.00
05/30/17	Chantel L. Febus	206	Review notes and annotations to ERS interpleader complaint and annotate same in preparation for drafting response to anticipated ERS motion for temporary restraining order.	1.00	\$730.00
				7.20	\$5,256.00

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Invoice 170116637

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Non-Board Court Filings -- 207

Date	Timekeeper	Task	Description	Hours	Amount
05/24/17	Paul Possinger	207	Review proposed stipulation from ERS bonds.	0.40	\$292.00
05/27/17	Chantel L. Febus	207	Review ERS interpleader complaint, notice of hearing, urgent motion, and exhibits.	2.00	\$1,460.00
05/27/17	Paul Possinger	207	Review interpleader papers regarding June 1 interest payment.	0.50	\$365.00
05/28/17	Michael R. Hackett	207	Begin review and analysis of all pleadings and factual information in connection with BNY adversary complaint.	4.50	\$3,285.00
05/28/17	William D. Dalsen	207	Review motion for order to show cause and accompanying motion for expedited hearing per T. Mungovan and correspondence with team regarding same.	1.10	\$803.00
05/28/17	Kevin J. Perra	207	Analysis of BNY ERS interpleader (1.00); Review documents regarding same (1.00); E-mails and discussions regarding same (0.60).	2.60	\$1,898.00
05/28/17	Timothy W. Mungovan	207	Review BNY's interpleader filing.	0.50	\$365.00
05/29/17	Michael R. Hackett	207	Review and analyze filings and factual information in connection with BNY adversary proceeding.	3.50	\$2,555.00
05/30/17	Michael R. Hackett	207	Review and analyze ERS filings.	3.90	\$2,847.00
05/30/17	Vincent Indelicato	207	Analyze ERS bondholder objection to BNY interpleader motion and related issues.	1.40	\$1,022.00
05/31/17	Vincent Indelicato	207	Analyze ERS bondholder adequate protection motion (including exhibits) and related issues.	2.50	\$1,825.00
05/31/17	Michael R. Hackett	207	Review and analyze ERS filings and factual background.	2.50	\$1,825.00
05/31/17	Paul Possinger	207	Review ERS bondholder motion for adequate protection (2.00); Discussion with E. Barak and J. Levitan regarding same (0.40).	2.40	\$1,752.00
05/31/17	Timothy W. Mungovan	207	Review and analyze complaint and related documentation (1.30); Communications with S. Ratner regarding same (1.00).	2.30	\$1,679.00
05/31/17	Jeffrey W. Levitan	207	Review interpleader action.	0.30	\$219.00
				30.40	\$22,192.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Stay Matter -- 208

Date	Timekeeper	Task	Description	Hours	Amount
05/22/17	Daniel Desatnik	208	Draft letter to BNY regarding remittance of payment in violation of automatic stay.	2.50	\$1,825.00
05/31/17	Stephen L. Ratner	208	Review ERS bankholders arguments and stay response.	1.20	\$876.00
05/31/17	Kevin J. Perra	208	Review bondholder motion regarding relief from stay.	0.50	\$365.00
05/31/17	Jeffrey W. Levitan	208	Analyze relief from stay motion (0.70); Confer with K. Perra regarding response to lift stay motion (0.20).	0.90	\$657.00
				5.10	\$3,723.00

Adversary Proceeding -- 209

Date	Timekeeper	Task	Description	Hours	Amount
05/29/17	Kevin J. Perra	209	Analysis of ERS issues and claims (1.80); E-mails and discussions regarding same (1.20); Review documents and memoranda for same (1.50).	4.50	\$3,285.00
05/31/17	Judy Lavine	209	Research and obtain information regarding Judge Swain scheduling orders for interpleader actions for W. Dalsen.	0.80	\$200.00
				5.30	\$3,485.00

Analysis and Strategy -- 210

Date	Timekeeper	Task	Description	Hours	Amount
05/22/17	Ehud Barak	210	Discuss internally and correspond regarding ERS payment.	0.50	\$365.00
05/22/17	Kevin J. Perra	210	Review Title III filing.	0.50	\$365.00
05/22/17	Maja Zerjal	210	Review bond payment issue and discuss same with E. Barak.	1.20	\$876.00
05/22/17	Paul Possinger	210	Discuss ERS bond interest payment with E. Barak.	0.60	\$438.00
05/23/17	Stephen L. Ratner	210	E-mail with M. Bienenstock regarding adequate protection letter.	0.10	\$73.00
05/23/17	Paul Possinger	210	Teleconference with litigation team regarding ERS litigation matters.	0.50	\$365.00
05/24/17	Paul Possinger	210	Discussion with S. Weise regarding lien issues (1.30); E-mails regarding briefing schedule (1.20).	2.50	\$1,825.00

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Invoice 170116637

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
05/27/17	Paul Possinger	210	Prepare ERS summary and e-mail same to ERS litigation team (1.00); Teleconference with T. Mungovan regarding ERS background (0.30); Review e-mails regarding scheduling bondholder dispute (0.70).	2.00	\$1,460.00
05/27/17	Stephen L. Ratner	210	E-mail with M. Bienenstock, T. Mungovan, P. Possinger regarding ERS litigation.	0.40	\$292.00
05/27/17	Timothy W. Mungovan	210	Follow-up communications with P. Possinger regarding BNY interpleader (0.10); Communications with S. Ratner regarding same and preparing to oppose urgent motion for injunctive relief (1.00); Communications with K. Perra regarding same (0.50).	1.60	\$1,168.00
05/28/17	Lary Alan Rappaport	210	E-mails with T. Mungovan and W. Dalsen regarding ERS bond offerings.	0.20	\$146.00
05/28/17	Ana Vermal	210	Review e-mails regarding ERS proceeding.	0.40	\$292.00
05/28/17	Timothy W. Mungovan	210	Communications with S. Ratner, L. Rappaport, K. Perra, M. Hackett, and W. Dalsen regarding response to ERS and preparation for complaint seeking temporary restraining order.	2.00	\$1,460.00
05/28/17	Stephen L. Ratner	210	Teleconferences and e-mails with T. Mungovan regarding ERS litigation and strategy.	0.70	\$511.00
05/29/17	Stephen L. Ratner	210	Teleconferences and e-mail with P. Possinger, M. Bienenstock, K. Perra, S. Uhland, J. Rapisardi and P. Friedman regarding ERS litigation.	1.80	\$1,314.00
05/29/17	Timothy W. Mungovan	210	Communications with S. Ratner, K. Perra, V. Indelicato, and P. Possinger regarding negotiations with bond holders.	1.20	\$876.00
05/29/17	Ana Vermal	210	Review e-mails regarding ERS (0.80); Participate in team teleconference with P. Hamburger and P. Friedman regarding ERS issues (0.40).	1.20	\$876.00
05/29/17	Jeramy Webb	210	Call with P. Possinger, P. Hamburger, T. Mungovan, and V. Indelicato regarding bondholder issues.	0.90	\$657.00
05/29/17	Chantel L. Febus	210	Review e-mails from W. Dalsen regarding BNY v. ERS and review notice (0.20); Review ERS summary e-mails (0.50); Teleconference with T. Mungovan, S. Ratner, P. Possinger, K. Perra, V. Indelicato, A. Vermal, and M. Hackett regarding ERS (1.00).	1.70	\$1,241.00
05/29/17	Vincent Indelicato	210	Teleconference with Proskauer team regarding ERS bondholder issues.	0.90	\$657.00
05/29/17	Paul Possinger	210	Teleconference with litigation team regarding ERS disputes.	1.00	\$730.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
05/30/17	Jeremy Webb	210	Teleconference with D. Desatnik regarding bondholder issues.	0.20	\$146.00
05/30/17	Paul Possinger	210	Discussion with M. Zerjal and V. Indelicato regarding defenses.	0.20	\$146.00
05/30/17	Daniel Desatnik	210	Teleconference with J. Webb regarding bondholder issues.	0.20	\$146.00
05/30/17	Timothy W. Mungovan	210	Communications with S. Ratner, K. Perra, M. Hackett and W. Dalsen regarding developing arguments in anticipation of court filing.	1.00	\$730.00
05/31/17	William D. Dalsen	210	Call with T. Mungovan regarding prior ERS litigation and next steps (0.40); Discussion with M. Hackett regarding prior ERS litigation and next steps (0.30).	0.70	\$511.00
05/31/17	Jeffrey W. Levitan	210	Discussion with P. Possinger regarding background of ERS dispute.	0.30	\$219.00
05/31/17	Kevin J. Perra	210	E-mails and discussions with team regarding claims and defenses.	0.30	\$219.00
				24.80	\$18,104.00

General Administration -- 212

Date	Timekeeper	Task	Description	Hours	Amount
05/26/17	Magali Giddens	212	Provide Bankruptcy Court case numbers for ERS to D. Desatnik.	0.60	\$150.00
05/31/17	Michael R.D. Cooper	212	Discussions with A. Jones and K. Bigliani regarding cases before Judge Swain in which interpleaders were filed (0.10); Conduct CourtLink docket search and WebPACER docket retrievals (0.20).	0.30	\$75.00
				0.90	\$225.00

Labor, Pension Matters -- 213

Date	Timekeeper	Task	Description	Hours	Amount
05/29/17	Vincent Indelicato	213	Analyze ERS bondholders issues.	1.90	\$1,387.00
05/29/17	Paul Possinger	213	Call with McKinsey, et al., regarding pension reform issues.	1.30	\$949.00
05/30/17	Chris Theodoridis	213	Research regarding labor contracts and treatment of same in Title III proceeding.	3.20	\$2,336.00
				6.40	\$4,672.00

Total for Professional Services**\$88,025.00**

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Timekeeper Summary

Timekeeper	Status	Hours	Rate	Value
ANA VERMAL	PARTNER	1.60	730.00	\$1,168.00
JEFFREY W. LEVITAN	PARTNER	4.20	730.00	\$3,066.00
KEVIN J. PERRA	PARTNER	15.30	730.00	\$11,169.00
LARY ALAN RAPPAPORT	PARTNER	0.20	730.00	\$146.00
MARTIN J. BIENENSTOCK	PARTNER	0.60	730.00	\$438.00
PAUL POSSINGER	PARTNER	17.30	730.00	\$12,629.00
STEPHEN L. RATNER	PARTNER	9.60	730.00	\$7,008.00
STEVEN O. WEISE	PARTNER	1.90	730.00	\$1,387.00
TIMOTHY W. MUNGOVAN	PARTNER	11.10	730.00	\$8,103.00
Total for PARTNER		61.80		\$45,114.00
CHANTEL L. FEBUS	SENIOR COUNSEL	11.20	730.00	\$8,176.00
Total for SENIOR COUNSEL		11.20		\$8,176.00
CHRIS THEODORIDIS	ASSOCIATE	3.20	730.00	\$2,336.00
DANIEL DESATNIK	ASSOCIATE	2.70	730.00	\$1,971.00
EHUD BARAK	ASSOCIATE	4.10	730.00	\$2,993.00
JERAMY WEBB	ASSOCIATE	4.10	730.00	\$2,993.00
JOSHUA A. ESSES	ASSOCIATE	1.10	730.00	\$803.00
MAJA ZERJAL	ASSOCIATE	1.90	730.00	\$1,387.00
MICHAEL R. HACKETT	ASSOCIATE	14.40	730.00	\$10,512.00
VINCENT INDELICATO	ASSOCIATE	13.70	730.00	\$10,001.00
WILLIAM D. DALSEN	ASSOCIATE	1.80	730.00	\$1,314.00
Total for ASSOCIATE		47.00		\$34,310.00
MAGALI GIDDENS	LEGAL ASSISTANT	0.60	250.00	\$150.00
Total for LEGAL ASSISTANT		0.60		\$150.00
MICHAEL R.D. COOPER	LIT. SUPPORT	0.30	250.00	\$75.00
Total for LIT. SUPPORT		0.30		\$75.00
JUDY LAVINE	LIBRARY	0.80	250.00	\$200.00
Total for LIBRARY		0.80		\$200.00
Total		121.70		\$88,025.00

For Charges and Disbursements

Date	Timekeeper	Type	Description	Amount
05/31/2017	Judy Lavine	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$79.00
			Total for LEXIS	\$79.00

Charges and Disbursements Summary

Type of Disbursements	Amount
LEXIS	79.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Total Expenses

\$79.00

Total Amount for this Matter

\$88,104.00

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

(Jointly Administered)

Debtors.¹

-----X

-----X

IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

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**COVER SHEET TO SECOND MONTHLY FEE APPLICATION
OF PROSKAUER ROSE LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES RETIREMENT SYSTEM
(“ERS”) FOR THE PERIOD JUNE 1, 2017 THROUGH JUNE 30, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement is sought:	<u>June 1, 2017 through June 30, 2017</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$429,240.00</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$1,103.00</u>
Total Amount for this Invoice:	<u>\$430,343.00</u>

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s second monthly fee application in these cases.

On September 5, 2017 Sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.,
Suzanne Uhland, Esq.,
Diana M. Perez, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of Puerto Rico,
Edificio Ochoa, 500 Tanca
Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Battle-Barasorda, Esq.
Alberto J. E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Ave.
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.
and
Bennazar, Garcia & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
Avenida Ponce de Leon #416
Hato Rey, San Juan
Puerto Rico 00918
Attn.: A.J. Bennazar-Zequiera

Summary of Legal Fees for the Period June 1, 2017 through June 30, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	2.70	\$1,971.00
202	Legal Research	84.30	\$61,539.00
203	Hearings and other non-filed communications with the Court	61.90	\$45,187.00
204	Communications with Claimholders	1.20	\$876.00
205	Communications with the Commonwealth its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	1.50	\$1,095.00
206	Documents Filed on Behalf of the Board	223.50	\$161,427.00
207	Non-Board Court Filings	16.60	\$12,118.00
208	Stay Matters	180.80	\$131,984.00
210	Analysis and Strategy	13.80	\$10,074.00
212	General Administration	11.30	\$2,969.00
Totals		597.60	\$429,240.00

Summary of Legal Fees for the Period June 1, 2017 through June 30, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ana Vermal	Partner	Litigation	\$730.00	2.50	\$1,825.00
Jeffrey W. Levitan	Partner	Corporate	\$730.00	69.20	\$50,516.00
Kevin J. Perra	Partner	Litigation	\$730.00	73.00	\$53,290.00
Lary Alan Rappaport	Partner	Litigation	\$730.00	0.40	\$292.00
Mark Harris	Partner	Litigation	\$730.00	1.00	\$730.00
Martin J. Bienenstock	Partner	BSGR & B	\$730.00	14.90	\$10,877.00
Michael A. Firestein	Partner	Litigation	\$730.00	1.40	\$1,022.00
Paul Possinger	Partner	BSGR & B	\$730.00	23.50	\$17,155.00
Ralph C. Ferrara	Partner	Litigation	\$730.00	0.60	\$438.00
Stephen L. Ratner	Partner	Litigation	\$730.00	24.40	\$17,812.00
Steven O. Weise	Partner	Corporate	\$730.00	84.70	\$61,831.00
Timothy W. Mungovan	Partner	Litigation	\$730.00	30.00	\$21,900.00
Chantel L. Febus	Senior Counsel	Litigation	\$730.00	20.90	\$15,257.00
Jared Zajac	Associate	BSGR & B	\$730.00	57.90	\$42,267.00
Jeremy Webb	Associate	BSGR & B	\$730.00	0.40	\$292.00
Joshua A. Esses	Associate	BSGR & B	\$730.00	55.30	\$40,369.00
Maja Zerjal	Associate	BSGR & B	\$730.00	1.40	\$1,022.00
Matthew I. Rochman	Associate	Litigation	\$730.00	1.10	\$803.00
Michael R. Hackett	Associate	Litigation	\$730.00	103.00	\$75,190.00
Vincent Indelicato	Associate	BSGR & B	\$730.00	6.80	\$4,964.00
William D. Dalsen	Associate	Litigation	\$730.00	10.60	\$7,738.00
Totals				583.00	\$425,590.00

Summary of Legal Fees for the Period June 1, 2017 through June 30, 2017

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hannah Silverman	Legal Assistant	Litigation	\$250.00	3.00	\$750.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$250.00	2.00	\$500.00
Magali Giddens	Legal Assistant	BSGR & B	\$250.00	6.00	\$1,500.00
Totals				11.00	\$2,750.00

Law Clerk	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Zachary Chalett	Law Clerk	Litigation	\$250.00	3.60	\$900.00
Totals				3.60	\$900.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 597.60	<u>Fees</u> \$429,240.00
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Summary of Disbursements for the Period June 1, 2017 through June 30, 2017

EXPENSE CATEGORY	AMOUNTS
Computerized Research	\$1,034.50
Copying & Printing	\$39.30
Data Base Search Service	\$29.20
Total	\$1,103.00

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$386,316.00, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$1,103.00) in the total amount of \$387,419.00.

Exhibit A

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Invoice 170120314

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD
MEMBER

0007 PROMESA TITLE III: ERS

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Summary of Time Billed by Task		Hours	Value
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	2.70	\$1,971.00
202	Legal Research	84.30	\$61,539.00
203	Hearings and other non-filed Communications with the Court	61.90	\$45,187.00
204	Communications with Claimholders	1.20	\$876.00
205	Communications with the Commonwealth its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	1.50	\$1,095.00
206	Documents Filed on Behalf of the Board	223.50	\$161,427.00
207	Non-Board Court Filings	16.60	\$12,118.00
208	Stay Matters	180.80	\$131,984.00
210	Analysis and Strategy	13.80	\$10,074.00
212	General Administration	11.30	\$2,969.00
Total		597.60	\$429,240.00

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Invoice 170120314

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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201 Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants

Date	Timekeeper	Task	Description	Hours	Amount
06/01/17	Martin J. Bienenstock	201	E-mail to A. Gonzalez and D. Skeel regarding research questions.	0.80	\$584.00
06/12/17	Jeffrey W. Levitan	201	Review O'Neill e-mails regarding ERS statute.	0.20	\$146.00
06/16/17	Jeffrey W. Levitan	201	Review Board status report in connection with ERS case.	0.20	\$146.00
06/19/17	Timothy W. Mungovan	201	Communications with Ernst & Young and McKinsey regarding ERS collateral issues.	1.00	\$730.00
06/20/17	Paul Possinger	201	Teleconference with Ernst & Young and McKinsey regarding ERS collateral.	0.50	\$365.00
				2.70	\$1,971.00

202 Legal Research

Date	Timekeeper	Task	Description	Hours	Amount
06/01/17	Paul Possinger	202	Review case law regarding ERS bonds.	0.70	\$511.00
06/01/17	Jeffrey W. Levitan	202	Review cases addressing special revenue bonds (0.50); Analyze ERS resolution enabling statute (0.70); Review treatise, analyze potential procedural opposition to lift stay motion (0.90); Review ERS offering statement (0.80); Analysis of default provisions in ERS resolution (0.30); E-mail with S. Weise regarding scope of ERS lien (0.20).	3.40	\$2,482.00
06/01/17	Martin J. Bienenstock	202	Research constitutional issues regarding ERS pledge.	3.30	\$2,409.00
06/01/17	Vincent Indelicato	202	Analyze 552 issues regarding bondholder lien.	1.50	\$1,095.00
06/02/17	Joshua A. Esses	202	Research regarding ERS section 552.	1.20	\$876.00
06/03/17	Maja Zerjal	202	Review correspondence and memos regarding ERS adequate protection request.	1.40	\$1,022.00
06/05/17	Chantel L. Febus	202	Review adequate protection research for ERS.	1.50	\$1,095.00
06/05/17	Jared Zajac	202	Research regarding adequate protection (1.10); Review background materials regarding ERS and bondholder dispute (0.60).	1.70	\$1,241.00
06/05/17	Jeffrey W. Levitan	202	Review J. Esses research and analysis of special revenue bonds (1.30); Review N. Lander research on standing issues (0.20).	1.50	\$1,095.00
06/06/17	Chantel L. Febus	202	Review adequate protection guidance and case law.	2.50	\$1,825.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
06/06/17	Jeffrey W. Levitan	202	Review J. Esses analysis of 552 (0.20); Edit special revenue section (0.40); E-mail J. Esses regarding revisions to section (0.10); Review Dentons' memorandum, V. Indelicato e-mails, enabling statute and prepare outline of 552 argument (1.40).	2.10	\$1,533.00
06/06/17	Jared Zajac	202	Research regarding procedure for lift stay.	0.70	\$511.00
06/06/17	Steven O. Weise	202	Review issues regarding security interests.	3.90	\$2,847.00
06/07/17	Steven O. Weise	202	Analysis of UCC security interest and perfection.	9.40	\$6,862.00
06/07/17	Jared Zajac	202	Review memoranda regarding 552 and 928 (0.30); Research regarding same (0.50).	0.80	\$584.00
06/07/17	Joshua A. Esses	202	Research regarding ERS section 552 security issues and meetings with J. Levitan and J. Zajac regarding same.	8.20	\$5,986.00
06/07/17	Michael R. Hackett	202	Continue factual and legal research for opposition to lift stay motion.	5.40	\$3,942.00
06/07/17	Stephen L. Ratner	202	Analyze ERS issues.	0.60	\$438.00
06/08/17	Jared Zajac	202	Review bond resolutions, financing statements, and security agreement in connection with lift stay motion.	1.20	\$876.00
06/09/17	Michael R. Hackett	202	Research regarding Altair proceedings.	2.00	\$1,460.00
06/09/17	Joshua A. Esses	202	Research regarding ERS positions and draft memorandum regarding same.	7.90	\$5,767.00
06/10/17	Kevin J. Perra	202	Review cases and research regarding motion to lift stay.	1.00	\$730.00
06/11/17	Joshua A. Esses	202	Research for ERS motion to lift stay response.	3.70	\$2,701.00
06/12/17	Jeffrey W. Levitan	202	Conference with J. Esses regarding research issues (0.10); E-mail with J. Esses regarding research (0.10).	0.20	\$146.00
06/13/17	Jared Zajac	202	Research regarding proceeds and section 552.	0.80	\$584.00
06/15/17	Paul Possinger	202	Review and revise outline for ERS strategy memorandum (0.80); Discuss same with J. Esses (0.20).	1.00	\$730.00
06/16/17	Timothy W. Mungovan	202	Review order denying motion to disqualify.	0.20	\$146.00
06/20/17	Jeremy Webb	202	Review case law regarding post-petition security interests.	0.30	\$219.00
06/20/17	Paul Possinger	202	Review relevant case law relating to opposition to lift stay (0.50); E-mails with M. Bienenstock and S. Weise regarding same, section 305 (0.50).	1.00	\$730.00
06/21/17	Steven O. Weise	202	Review issues regarding property right and constitutional law questions.	4.40	\$3,212.00
06/25/17	Steven O. Weise	202	Review security interest issues raised by bondholder reply.	1.00	\$730.00
06/29/17	Steven O. Weise	202	Prepare analysis and summary of UCC issues.	5.30	\$3,869.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
06/30/17	Steven O. Weise	202	Review of law and prepare analysis of UCC issues.	4.50	\$3,285.00
				84.30	\$61,539.00

203 Hearings and other non-filed Communications with the Court

Date	Timekeeper	Task	Description	Hours	Amount
06/09/17	Michael R. Hackett	203	Draft talking points for hearing on lift stay motion (1.50); Conferences with K. Perra, J. Levitan and J. Esses regarding lift stay motion (2.00).	3.50	\$2,555.00
06/09/17	Jeffrey W. Levitan	203	Review e-mail regarding oral argument summary.	0.20	\$146.00
06/12/17	Jeffrey W. Levitan	203	Review J. Esses hearing talking point summary.	0.10	\$73.00
06/23/17	Michael R. Hackett	203	Prepare for June 28 hearing.	1.40	\$1,022.00
06/25/17	Timothy W. Mungovan	203	Review and analyze reply brief of bondholders and work on arguments relating to existence of lien for hearing (2.00); Communications with M. Hackett, S. Ratner, K. Perra, and others regarding same (0.50).	2.50	\$1,825.00
06/25/17	Jeffrey W. Levitan	203	Review T. Mungovan e-mail regarding argument outline (0.10); E-mail J. Zajac regarding insert to argument outline (0.20); Review cases cited in bondholder response (0.60); Review M. Hackett e-mail regarding reply points (0.10); Review S. Weise e-mail regarding reply points (0.20); Review J. Zajac e-mail regarding argument outline points (0.20); E-mail J. Zajac regarding argument outline preparation (0.10).	1.50	\$1,095.00
06/25/17	Steven O. Weise	203	Review and prepare responses to bondholders reply brief for hearing.	4.40	\$3,212.00
06/25/17	Jared Zajac	203	Review, analyze, and draft talking points to bondholder reply for bankruptcy sections for hearing (2.70); Review S. Weise comments (0.20); E-mail with J. Levitan regarding talking points (0.10); Review 552 argument from opposition (0.30).	3.30	\$2,409.00
06/25/17	Kevin J. Perra	203	Work on preparation for oral argument regarding motion to lift stay.	1.40	\$1,022.00
06/25/17	Stephen L. Ratner	203	Review ERS reply brief and materials from prior cases and work on points for hearing.	1.40	\$1,022.00
06/26/17	Stephen L. Ratner	203	Review ERS materials for hearing.	1.50	\$1,095.00
06/26/17	Michael R. Hackett	203	Continue preparations for hearing on lift stay motion.	4.30	\$3,139.00

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Invoice 170120314

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
06/26/17	Joshua A. Esses	203	Prepare ERS strategy memorandum for hearing (3.30); Follow-up research regarding ERS lift stay motion reply (2.00).	5.30	\$3,869.00
06/27/17	Joshua A. Esses	203	Prepare ERS strategy memorandum for hearing.	0.90	\$657.00
06/27/17	Michael R. Hackett	203	Prepare for hearing on lift stay motion.	3.60	\$2,628.00
06/27/17	Jeffrey W. Levitan	203	Review K. Perra e-mail, argument summary and talking points regarding ERS reply on lift stay (0.30); Review hearing agenda (0.10).	0.40	\$292.00
06/27/17	Steven O. Weise	203	Review materials for hearing on lift stay.	4.90	\$3,577.00
06/27/17	Michael A. Firestein	203	Review ERS lift stay talking points for hearing (0.20); Review agenda for hearings (0.20).	0.40	\$292.00
06/27/17	Kevin J. Perra	203	Work on preparation for oral argument on various points regarding ERS lift stay motion, including preparation of outline and communications with team regarding same.	3.90	\$2,847.00
06/28/17	Jared Zajac	203	Meeting with J. Levitan regarding ERS hearing (0.10); Participate (telephonically) in portion of ERS hearing (0.70).	0.80	\$584.00
06/28/17	Jeffrey W. Levitan	203	Participate (telephonically) in argument regarding motion to lift stay	1.60	\$1,168.00
06/28/17	Joshua A. Esses	203	Prepare ERS strategy memorandum for hearing.	3.80	\$2,774.00
06/28/17	Steven O. Weise	203	Prepare for and participate in hearing on lift stay.	10.80	\$7,884.00
				61.90	\$45,187.00

204 Communications with Claimholders

Date	Timekeeper	Task	Description	Hours	Amount
06/14/17	Jared Zajac	204	Review letters from secured creditors regarding stay.	0.20	\$146.00
06/19/17	Stephen L. Ratner	204	Teleconference with M. Bienenstock and Jenner Finn (Retiree Committee, ERS).	1.00	\$730.00
				1.20	\$876.00

205 Communications with the Commonwealth its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities

Date	Timekeeper	Task	Description	Hours	Amount
06/02/17	Paul Possinger	205	Call with AAFAF counsel regarding lien issues.	1.00	\$730.00

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Invoice 170120314

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
06/10/17	Paul Possinger	205	Teleconference with S. Uhland regarding funding in cases as it relates to municipalities and public corporations.	0.50	\$365.00
				1.50	\$1,095.00

206 Documents Filed on Behalf of the Board

Date	Timekeeper	Task	Description	Hours	Amount
06/02/17	Timothy W. Mungovan	206	Communications with M. Bienenstock and K. Perra regarding responding to ERS complaint.	0.90	\$657.00
06/02/17	Jeffrey W. Levitan	206	Prepare memorandum outlining possible arguments in opposition to lift stay motion (2.80); Teleconferences with K. Perra regarding preparation of opposition to lift stay (0.70).	3.50	\$2,555.00
06/02/17	Chantel L. Febus	206	Review adequate protection cases and research for ERS response and papers.	2.00	\$1,460.00
06/03/17	Kevin J. Perra	206	Work on opposition to motion to lift stay outline and arguments, and review documents for same.	3.20	\$2,336.00
06/04/17	Jeffrey W. Levitan	206	Teleconference with T. Mungovan regarding standing, possible legal arguments.	0.60	\$438.00
06/05/17	Chantel L. Febus	206	Review ERS opposition outline and e-mails with members of ERS team regarding same.	1.40	\$1,022.00
06/05/17	Jared Zajac	206	Draft adequate assurance argument.	1.50	\$1,095.00
06/06/17	Jared Zajac	206	Draft adequate protection and procedure sections of response to lift stay motion.	9.70	\$7,081.00
06/06/17	Chantel L. Febus	206	Review ERS bond resolutions and e-mail from M. Hackett, and draft constitutional arguments related to same.	2.40	\$1,752.00
06/06/17	William D. Dalsen	206	Work on draft opposition to motion for relief from automatic stay.	3.10	\$2,263.00
06/07/17	Zachary Chalett	206	Draft footnote on constitutional issues for response in ERS Title III proceeding.	3.60	\$900.00
06/07/17	Jeffrey W. Levitan	206	Edit J. Zajac sections of opposition to motion for lift stay and discuss revisions with J. Zajac.	1.40	\$1,022.00
06/07/17	Jared Zajac	206	Draft and revise procedure section of lift stay opposition (2.20); Review and revise 552 and non-perfection sections of opposition to lift stay motion (5.90); Discussions with J. Levitan regarding same (0.60).	8.70	\$6,351.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/08/17	Jeffrey W. Levitan	206	Review objection to adequate protection motion and e-mails regarding same (0.30); Participate in call regarding opposition and hearing on lift stay motion (1.20); Conference with K. Perra regarding draft response (0.20); Teleconference with S. Weise regarding draft response (0.10); Review UCC insert for opposition (0.30); Edit revised adequate protection section (2.10).	4.20	\$3,066.00
06/08/17	Paul Possinger	206	Review objection to lift stay motion, related e-mails.	0.50	\$365.00
06/08/17	Chantel L. Febus	206	Review ERS draft in connection with security issue.	0.50	\$365.00
06/08/17	Kevin J. Perra	206	Work on ERS opposition to motion to lift stay (1.80); Review documents for same (0.70).	2.50	\$1,825.00
06/08/17	Steven O. Weise	206	Prepare UCC portions of opposition to stay.	6.80	\$4,964.00
06/09/17	Steven O. Weise	206	Prepare revisions to UCC section of opposition to lift stay.	3.40	\$2,482.00
06/09/17	Jared Zajac	206	Review and revise response to opposition's motion to lift stay.	4.10	\$2,993.00
06/09/17	Michael R. Hackett	206	Continue to draft opposition to lift stay motion.	4.50	\$3,285.00
06/09/17	Jeffrey W. Levitan	206	E-mail with K. Perra regarding revisions to opposition to lift stay (0.10); E-mail with S. Weise regarding UCC section (0.10); Review and note comments on revised draft opposition, revisions to same (2.20); Conference with J. Zajac regarding revisions (0.30); Teleconference with J. Esses and M. Hackett regarding fact section (0.20); Teleconference with S. Weise and J. Zajac regarding revisions to response (0.40).	3.30	\$2,409.00
06/09/17	Chantel L. Febus	206	Draft insert for inclusion in ERS opposition outline for M. Bienenstock (2.50); Review ERS joint administration motion (0.20).	2.70	\$1,971.00
06/09/17	Stephen L. Ratner	206	Work on ERS response points.	0.80	\$584.00
06/10/17	Stephen L. Ratner	206	Work on ERS brief.	0.80	\$584.00
06/10/17	Timothy W. Mungovan	206	Work on outline for opposition to motion to lift stay, and communications with K. Perra, J. Levitan, C. Febus, and M. Hackett (2.30); Follow-up communications with M. Bienenstock regarding same (0.30).	2.60	\$1,898.00
06/10/17	Joshua A. Esses	206	Draft ERS response.	0.50	\$365.00
06/10/17	Jeffrey W. Levitan	206	Edit opposition to motion to lift stay.	1.90	\$1,387.00
06/10/17	Steven O. Weise	206	Review and revise brief and evaluate strength of claims.	2.50	\$1,825.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/10/17	Kevin J. Perra	206	Work on papers regarding opposition to motion to lift stay by bondholders (3.50); E-mails and discussions with team regarding same (1.20); Work on outline regarding same (0.50).	5.20	\$3,796.00
06/10/17	Michael R. Hackett	206	Continue to draft opposition to lift stay opposition.	1.40	\$1,022.00
06/11/17	Jeffrey W. Levitan	206	Edit revised opposition to motion to lift stay.	2.90	\$2,117.00
06/11/17	Michael R. Hackett	206	Continue to draft opposition to lift stay opposition.	4.30	\$3,139.00
06/11/17	Timothy W. Mungovan	206	Work on opposing lift stay motion, and communications with P. Possinger, K. Perra, and M. Hackett regarding same.	1.40	\$1,022.00
06/12/17	Jeffrey W. Levitan	206	Edit revised opposition to motion to lift stay.	1.70	\$1,241.00
06/12/17	Jared Zajac	206	Review and revise opposition to lift stay.	3.70	\$2,701.00
06/12/17	Michael R. Hackett	206	Draft and revise lift stay opposition (3.90); Legal research regarding lift stay opposition (0.80); Conferences with legal team regarding lift stay opposition (1.50).	6.20	\$4,526.00
06/12/17	Steven O. Weise	206	Prepare revisions to brief.	4.80	\$3,504.00
06/12/17	Joshua A. Esses	206	Research for ERS response (1.40); Draft ERS opposition brief (2.40).	3.80	\$2,774.00
06/13/17	Timothy W. Mungovan	206	Work on opposition to motion to lift stay (0.30); Communications with M. Hackett and P. Possinger regarding same (0.20).	0.50	\$365.00
06/13/17	Michael R. Hackett	206	Continue to draft and revise opposition to lift stay motion.	3.80	\$2,774.00
06/13/17	Stephen L. Ratner	206	Review and revise opposition to ERS motion.	0.40	\$292.00
06/14/17	Stephen L. Ratner	206	Review and revise ERS opposition.	0.50	\$365.00
06/14/17	Jared Zajac	206	Review and revise brief regarding stay.	0.80	\$584.00
06/14/17	Michael R. Hackett	206	Continue to draft and revise opposition to lift stay motion.	2.40	\$1,752.00
06/14/17	Joshua A. Esses	206	Draft ERS response to motion to lift stay.	1.90	\$1,387.00
06/14/17	Steven O. Weise	206	Prepare revisions to stay opposition brief.	3.40	\$2,482.00
06/14/17	Timothy W. Mungovan	206	Work on opposition to motion to lift stay (0.50); Communications with S. Ratner and P. Possinger regarding same (0.40).	0.90	\$657.00
06/15/17	Timothy W. Mungovan	206	Review, revise and edit opposition to motion for lift stay (2.90); Communications with S. Ratner and M. Hackett regarding same (0.50).	3.40	\$2,482.00
06/15/17	Stephen L. Ratner	206	Revise ERS opposition (1.00); Conferences and e-mail with T. Mungovan and team regarding same (1.00).	2.00	\$1,460.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/17/17	Stephen L. Ratner	206	Work on ERS opposition.	0.70	\$511.00
06/17/17	Martin J. Bienenstock	206	Review and research opposition to stay relief motion against ERS (3.60); E-mail to S. Weise regarding issue of contract interpretation (0.30).	3.90	\$2,847.00
06/17/17	Timothy W. Mungovan	206	Review edits to opposition to motion to lift stay from M. Bienenstock (0.30); Communications with S. Ratner regarding same (0.20).	0.50	\$365.00
06/17/17	Steven O. Weise	206	Review and revise opposition brief.	2.40	\$1,752.00
06/18/17	Michael R. Hackett	206	Continue to draft and revise opposition to lift stay motion.	2.40	\$1,752.00
06/18/17	Jeffrey W. Levitan	206	Review M. Bienenstock comments to opposition (0.70); Review T. Mungovan and M. Bienenstock e-mails regarding revisions to opposition (0.10); E-mail to Weise and K. Perra regarding revisions to opposition (0.20); E-mail with M. Hackett and J. Esses regarding revising opposition (0.10); E-mail with J. Esses regarding revised opposition (0.10); Review first draft of revised opposition, note comments (0.40).	1.60	\$1,168.00
06/18/17	Timothy W. Mungovan	206	Communications with M. Hackett, S. Ratner, and S. Weise regarding M. Bienenstock edits to stay opposition (0.50); Review edits to same (0.20).	0.70	\$511.00
06/18/17	Stephen L. Ratner	206	Review ERS opposition (0.60); Teleconference with T. Mungovan regarding same (0.20).	0.80	\$584.00
06/19/17	Stephen L. Ratner	206	Draft and revise ERS opposition.	2.80	\$2,044.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/19/17	Jeffrey W. Levitan	206	Review and edit revised opposition, including addressing M. Bienenstock and S. Weise comments (1.70); Review and note comments on initial revised draft of opposition (0.20); Edit revised draft opposition and e-mail M. Hackett regarding revisions (0.90); E-mail with P. Possinger regarding revisions to opposition (0.10); E-mails with J. Zajac regarding revisions to opposition (0.30); Conference with J. Esses regarding additional research for opposition (0.10); Prepare e-mail to M. Hackett with comments to opposition (0.70); E-mail with S. Weise regarding revisions to opposition (0.10); Review additional citations and teleconference with J. Esses regarding additions to opposition (0.20); E-mail with J. Zajac regarding revisions to opposition and citation (0.20); Teleconference with J. Esses regarding revisions to opposition (0.10); Participate in call with S. Ratner and T. Mungovan regarding revised opposition (1.10); Conference with J. Esses regarding revisions to opposition (0.10); Review BNY response to lift stay motion (0.10); Conference with J. Esses and S. Weise regarding revisions to opposition (1.40); E-mail with T. Mungovan regarding revised opposition (0.10).	7.40	\$5,402.00
06/19/17	Michael R. Hackett	206	Review and revise opposition to lift stay motion (2.50); Draft pre-trial statements (7.40).	9.90	\$7,227.00
06/19/17	Paul Possinger	206	Review and revise updated version of opposition to lift stay motion.	1.70	\$1,241.00
06/19/17	Jared Zajac	206	E-mails with J. Levitan and J. Esses regarding opposition (0.20); Review cases cited in brief (4.70).	4.90	\$3,577.00
06/19/17	Timothy W. Mungovan	206	Work on opposition to motion to lift stay and communications with S. Ratner, S. Weise, P. Possinger, J. Levitan, M. Hackett and M. Bienenstock.	4.00	\$2,920.00
06/20/17	Timothy W. Mungovan	206	Receive and review comments to opposition to motion to lift stay from S. Weise (0.50); Work on opposition to motion to lift stay, and communications with M. Bienenstock regarding same (2.10).	2.60	\$1,898.00
06/20/17	Michael R. Hackett	206	Revise opposition to lift stay motion.	1.50	\$1,095.00
06/20/17	Steven O. Weise	206	Review and revise opposition brief.	9.40	\$6,862.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/20/17	Joshua A. Esses	206	Work on opposition to motion to lift stay.	0.90	\$657.00
06/20/17	Stephen L. Ratner	206	Review and revise opposition to ERS motion (2.90); Conferences and e-mail with T. Mungovan and team regarding same (0.90).	3.80	\$2,774.00
06/21/17	Stephen L. Ratner	206	Work on opposition to ERS (0.80); Conferences and e-mail with T. Mungovan and team regarding same (0.50).	1.30	\$949.00
06/21/17	Jeffrey W. Levitan	206	Review supplemental objection to lift stay motion.	0.20	\$146.00
06/21/17	Martin J. Bienenstock	206	Research, draft and edit portions of objection to request by ERS for stay relief.	6.90	\$5,037.00
06/21/17	Matthew I. Rochman	206	Analyze response to motion for stay relief in ERS matters.	1.10	\$803.00
06/21/17	Joshua A. Esses	206	Finalize ERS opposition to lift stay brief.	9.70	\$7,081.00
06/21/17	Steven O. Weise	206	Review of law and final changes to brief.	3.40	\$2,482.00
				223.50	\$161,427.00

207 Non-Board Court Filings

Date	Timekeeper	Task	Description	Hours	Amount
06/01/17	William D. Dalsen	207	Review ERS motion for adequate protection and supporting documents.	2.00	\$1,460.00
06/01/17	Chantel L. Febus	207	Review ERS adequate protection and lift stay motion and exhibits, and related e-mails and adequate protection research (3.50); Review order on interpleader (0.70).	4.20	\$3,066.00
06/03/17	Stephen L. Ratner	207	Review ERS materials.	0.50	\$365.00
06/05/17	Jared Zajac	207	Review Altair pleadings.	0.90	\$657.00
06/05/17	Ana Vermal	207	Review ERS materials.	0.50	\$365.00
06/07/17	Michael A. Firestein	207	Review order and analysis in ERS adequate protection issues.	0.20	\$146.00
06/09/17	Jeffrey W. Levitan	207	Review Altair pleadings and cites in motion.	0.40	\$292.00
06/09/17	Paul Possinger	207	Review ERS bondholder letters and information motion regarding employer contributions.	0.60	\$438.00
06/10/17	Stephen L. Ratner	207	Review ERS information motion.	0.30	\$219.00
06/15/17	Ana Vermal	207	Review ERS filings.	2.00	\$1,460.00
06/19/17	Michael R. Hackett	207	Review and analyze draft pre-trial statements from each plaintiff group.	3.00	\$2,190.00
06/22/17	Jeffrey W. Levitan	207	Review motion to file joint response.	0.20	\$146.00
06/25/17	Kevin J. Perra	207	Review bondholder reply papers regarding motion to lift stay.	1.10	\$803.00
06/25/17	Jeffrey W. Levitan	207	Review bondholder response to opposition to motion to lift stay.	0.70	\$511.00

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16.60 \$12,118.00

208 Stay Matters

Date	Timekeeper	Task	Description	Hours	Amount
06/01/17	Jeffrey W. Levitan	208	Prepare outline of arguments in opposition to lift stay motion (2.40); Conference with K. Perra regarding same (0.30).	2.70	\$1,971.00
06/01/17	Kevin J. Perra	208	Work on ERS issues regarding motion to lift stay by bondholders (1.40); Review documents and memoranda regarding same (2.10); E-mails and discussions with team (1.00).	4.50	\$3,285.00
06/04/17	Kevin J. Perra	208	Work on papers regarding opposition to motion to lift stay, and communications with team regarding same.	3.80	\$2,774.00
06/04/17	Timothy W. Mungovan	208	Work on opposition to motion to lift stay and communications with K. Perra and J. Levitan regarding same.	1.00	\$730.00
06/05/17	Kevin J. Perra	208	Work on opposition to motion to lift stay, including review documents and resolution.	4.00	\$2,920.00
06/05/17	Timothy W. Mungovan	208	Work on opposition to motion to lift stay (0.40); Communications with K. Perra, and ERS team regarding same (0.40).	0.80	\$584.00
06/05/17	William D. Dalsen	208	Create outline for motion for relief from automatic stay and correspondence with team regarding same.	1.80	\$1,314.00
06/05/17	Mark Harris	208	Review motion to lift stay (0.50); Review outline regarding response (0.40); E-mail with team regarding same (0.10).	1.00	\$730.00
06/05/17	Jeffrey W. Levitan	208	E-mail with K. Perra regarding response to lift stay motion (0.10); Review T. Mungovan e-mail regarding opposition to lift stay (0.10); E-mail with P. Possinger regarding lift stay motion (0.10); E-mail with K. Perra regarding opposition to same (0.10); Discussion with J. Zajac regarding preparation of opposition (0.20); Revise outline of response to motion and teleconference with M. Hackett regarding same (0.70); Confer with J. Zajac, J. Esses and V. Indelicato regarding response to lift stay motion (0.30).	1.60	\$1,168.00
06/05/17	Jared Zajac	208	Meeting with J. Levitan regarding lift stay issues (0.10); Review lift stay motion and analysis regarding same (1.50); Review and revise outline (0.60).	2.20	\$1,606.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/05/17	Michael R. Hackett	208	Research and analyze regarding lift stay motion (2.50); Draft arguments in opposition to lift stay motion (3.00).	5.50	\$4,015.00
06/06/17	Michael R. Hackett	208	Factual research regarding ERS for opposition to lift stay motion (6.50); Legal research for opposition to lift stay motion (2.50); Conferences with K. Perra and W. Dalsen regarding lift stay motion (1.50).	10.50	\$7,665.00
06/06/17	Jared Zajac	208	Prepare for and meet with J. Levitan and J. Esses regarding response to lift stay motion (0.50); Meetings with J. Levitan regarding same (0.30).	0.80	\$584.00
06/06/17	Jeffrey W. Levitan	208	Conference with J. Zajac regarding drafting of response to lift stay motion (0.30); Conference with J. Esses and J. Zajac regarding preparation of response to lift stay (0.70); Conference with J. Zajac regarding adequate protection issues (0.20).	1.20	\$876.00
06/06/17	Kevin J. Perra	208	Work on papers regarding opposition to motion to lift stay (1.50); Review documents, statutes and memoranda for same (2.00); Communicate with team regarding same (1.30).	4.80	\$3,504.00
06/07/17	Kevin J. Perra	208	Work on opposition to motion to lift stay (2.00); Review same (1.00); Communicate with team regarding same (0.50).	3.50	\$2,555.00
06/07/17	Jeffrey W. Levitan	208	Review J. Esses e-mails and draft of 552(b) section (0.50); Prepare outline of revised argument (0.70); Conference with J. Esses regarding revised section (0.40); Review cases regarding 552 and contract rights (0.80); Review scheduling order (0.10); Conference with J. Esses regarding revised opposition (0.20); E-mail with S. Weise regarding preparation of opposition (0.10); Edit revised procedural sections of opposition (0.40); Edit section addressing 552 and special revenues (1.80); Review revised 552 and adequate protection sections (0.30); E-mail with S. Weise regarding opposition (0.10).	5.40	\$3,942.00
06/07/17	William D. Dalsen	208	Work on opposition to motion for adequate protection.	2.20	\$1,606.00
06/07/17	Paul Possinger	208	Further review of lift stay motion by ERS bondholders (1.00); Review e-mails regarding procedural and substantive responses (0.60).	1.60	\$1,168.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/07/17	Michael R. Hackett	208	Research regarding lift stay motion deadlines and procedures (2.90); Correspondence with K. Perra, J. Levitan and P. Possinger regarding same (0.50).	3.40	\$2,482.00
06/07/17	Vincent Indelicato	208	Further analyze lift stay and adequate protection issues regarding ERS bondholders.	2.00	\$1,460.00
06/07/17	Chantel L. Febus	208	E-mails and discussions regarding ERS lift stay motion and adequate protection.	1.50	\$1,095.00
06/08/17	Stephen L. Ratner	208	Work on ERS response points and review opposition by Retirees.	1.00	\$730.00
06/08/17	Michael R. Hackett	208	Draft opposition to lift stay motion (8.40); Continue factual research regarding ERS (2.30); Conferences with K. Perra, J. Levitan, P. Possinger, S. Ratner and T. Mungovan regarding lift stay motion (0.90).	11.60	\$8,468.00
06/08/17	William D. Dalsen	208	Participate in team teleconference regarding opposition to lift stay motion.	1.10	\$803.00
06/08/17	Paul Possinger	208	Teleconference with litigation team regarding updates on response.	1.10	\$803.00
06/09/17	Kevin J. Perra	208	Work on opposition to motion to lift stay, and communications with team regarding same.	4.20	\$3,066.00
06/09/17	Timothy W. Mungovan	208	Communications with M. Bienenstock, S. Ratner, K. Perra, and J. Richman regarding opposition to motion to lift stay.	1.60	\$1,168.00
06/10/17	Paul Possinger	208	Review outline for ERS lift stay opposition, related e-mails.	0.50	\$365.00
06/10/17	Jeffrey W. Levitan	208	E-mail with K. Perra regarding opposition to motion to lift stay (0.10); Review e-mails regarding constitutional arguments (0.10); E-mail with M. Bienenstock regarding security arguments (0.20); Review K. Perra comments to opposition (0.40); Teleconference with K. Perra, J. Esses and M. Hackett regarding revisions to opposition (0.80); Prepare e-mail regarding insert (0.30); Review S. Weise comments on arguments (0.20).	2.10	\$1,533.00
06/10/17	Joshua A. Esses	208	Call with J. Levitan, K. Perra and M. Hackett regarding ERS arguments.	3.70	\$2,701.00
06/11/17	Kevin J. Perra	208	Work on papers regarding motion by bondholders to lift stay (3.90); Review documents and research regarding same (1.50); Communications with team regarding same (0.70).	6.10	\$4,453.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/11/17	Jeffrey W. Levitan	208	E-mail with M. Hackett regarding revisions to opposition (0.40); Review S. Weise comments (0.30); E-mails with S. Weise regarding revisions to opposition (0.40); Teleconference with J. Esses regarding revisions to opposition (0.30).	1.40	\$1,022.00
06/11/17	Michael R. Hackett	208	Conferences with legal team regarding lift stay opposition.	0.40	\$292.00
06/11/17	Stephen L. Ratner	208	Work on ERS opposition points.	0.90	\$657.00
06/12/17	Kevin J. Perra	208	Work on opposition to motion to lift stay in ERS case (4.00); Review cases and statutes regarding same (1.00); Communications with team regarding same (1.00).	6.00	\$4,380.00
06/12/17	Jeffrey W. Levitan	208	Teleconference with K. Perra regarding revisions to opposition (0.10); Review K. Perra mark-up of opposition (0.20); Conference with J. Zajac regarding proposed revisions to opposition (0.80); Review final draft opposition (0.30).	1.40	\$1,022.00
06/12/17	Jared Zajac	208	Correspondence with J. Levitan and J. Esses regarding opposition to lift stay.	0.60	\$438.00
06/13/17	Jeffrey W. Levitan	208	Edit final draft of lift stay opposition, prepare list of issues for hearing (0.70); E-mail with S. Weise regarding perfection issue (0.10); E-mail with M. Hackett regarding revisions (0.10); Research on scope of 552 (0.80); Prepare insert to opposition (0.40); Review S. Weise e-mail regarding comments (0.10); E-mail with M. Hackett regarding additional citation (0.20); E-mail with S. Weise regarding section 552 (0.10).	2.50	\$1,825.00
06/13/17	Kevin J. Perra	208	Work on opposition issues regarding motion to lift stay (1.40); Review documents and cites regarding same (1.00).	2.40	\$1,752.00
06/13/17	Paul Possinger	208	Review e-mails regarding ERS filing (0.40); E-mail team regarding proposed response (0.80); Review new lift stay motions regarding individual plaintiffs (0.30); Teleconference with litigation team regarding brief (0.30).	1.80	\$1,314.00
06/13/17	Jared Zajac	208	E-mail E. Rodriguez regarding cases (0.10); Review and analyze S. Weise comments (0.40); Review Colliers regarding proceeds issue (0.30).	0.80	\$584.00
06/13/17	Vincent Indelicato	208	Review draft opposition to ERS bondholder lift stay and adequate protection motion and related issues.	1.70	\$1,241.00

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Date	Timekeeper	Task	Description	Hours	Amount
06/13/17	Chantel L. Febus	208	Review ERS opposition and discussion with M. Hackett regarding same (0.50); Review S. Weise's and J. Levitan's comments on same and discussion with J. Richman and others regarding impact on constitutional arguments (1.70).	2.20	\$1,606.00
06/14/17	Jeffrey W. Levitan	208	E-mail with S. Weise regarding section 552 and UCC issues (0.20); Conference with J. Esses regarding additional section 552 research (0.20).	0.40	\$292.00
06/14/17	Michael R. Hackett	208	Conferences with legal team regarding lift stay motion.	0.50	\$365.00
06/14/17	Kevin J. Perra	208	Work on ERS stay-related issues.	1.60	\$1,168.00
06/15/17	Kevin J. Perra	208	Work on issues regarding opposition to motion to lift stay filed by bondholders.	1.60	\$1,168.00
06/16/17	Kevin J. Perra	208	Work on opposition issues regarding motion to stay.	1.80	\$1,314.00
06/16/17	Ralph C. Ferrara	208	E-mail to P. Possinger and E. Barak regarding status of response to ERS bondholders' request for adequate protection.	0.60	\$438.00
06/18/17	Kevin J. Perra	208	Work on papers in opposition to motion to lift stay.	1.30	\$949.00
06/19/17	Kevin J. Perra	208	Work on opposition to motion to lift stay.	1.80	\$1,314.00
06/19/17	Paul Possinger	208	Review updated brief in opposition to stay relief (1.50); Teleconference with ERS team regarding same (1.10); E-mails with O'Melveny regarding update on brief (0.20); Review related e-mails regarding opposition to lift stay (0.40); Discuss lien issues with S. Weise (0.40).	3.60	\$2,628.00
06/19/17	Vincent Indelicato	208	Review revised draft opposition to ERS bondholder lift stay.	1.10	\$803.00
06/19/17	Stephen L. Ratner	208	Teleconferences and e-mail with T. Mungovan and M. Bienenstock regarding ERS opposition (0.70); Teleconference with T. Mungovan, S. Weise, P. Possinger, J. Levitan regarding ERS opposition (1.10).	1.80	\$1,314.00
06/19/17	Michael R. Hackett	208	Conferences with legal team regarding lift stay motion.	1.00	\$730.00
06/20/17	Michael R. Hackett	208	Conferences with legal team regarding lift stay motion.	0.50	\$365.00
06/20/17	Vincent Indelicato	208	Analyze cases cited in opposition brief to ERS bondholder lift stay and adequate protection motion.	0.50	\$365.00
06/20/17	Paul Possinger	208	Review opposition brief regarding bondholder lift stay motion.	1.30	\$949.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
06/20/17	Jeffrey W. Levitan	208	Conference with M. Bienenstock regarding opposition to lift stay (0.10); E-mail with T. Mungovan regarding revisions to opposition (0.10); Review comments to opposition (0.30).	0.50	\$365.00
06/20/17	Kevin J. Perra	208	Work on opposition to motion to lift stay issues.	4.20	\$3,066.00
06/21/17	Kevin J. Perra	208	Work on opposition to motion to lift stay.	1.20	\$876.00
06/21/17	Jared Zajac	208	Review opposition brief to motion to lift stay.	0.50	\$365.00
06/21/17	Jeramy Webb	208	Review e-mails regarding ERS bondholder arguments.	0.10	\$73.00
06/21/17	Paul Possinger	208	Review revisions to opposition to bondholder lift stay motion (1.20); E-mails with O'Melveny regarding legal arguments (0.30); Review responses (0.70); Teleconferences with S. Ratner, O'Neill regarding filing and exhibits (0.40).	2.60	\$1,898.00
06/21/17	Timothy W. Mungovan	208	Communications with S. Ratner and K. Perra regarding further revisions to opposition to motion to lift stay (1.50); Communications with M. Hackett and J. Esses regarding same (0.40).	1.90	\$1,387.00
06/21/17	Jeffrey W. Levitan	208	Review and note comments on revised opposition (0.70); E-mail with J. Esses regarding revisions (0.30); Review other Proskauer comments to opposition (0.30); Conference with J. Esses and M. Bienenstock regarding finalizing opposition (0.10); Conferences with J. Esses regarding finalizing opposition (0.10); Review Retiree Committee response to lift stay motion (0.10); Review final Board opposition (0.20); Review Commonwealth joinder (0.10).	1.90	\$1,387.00
06/22/17	Paul Possinger	208	Review summary of revisions to opposition to lift stay.	0.80	\$584.00
06/25/17	Michael A. Firestein	208	Review memoranda on lift stay reply issues.	0.30	\$219.00
06/25/17	Michael R. Hackett	208	Review and analyze reply in support of lift stay motion (2.00); Conferences with legal team regarding reply brief (1.00); Draft summary of ERS lift stay motion briefs (2.50).	5.50	\$4,015.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
06/26/17	Jeffrey W. Levitan	208	Review S. Weise e-mail regarding reply (0.10); E-mails with S. Weise regarding UCC points in reply (0.10); E-mail with J. Zajac regarding preparation of argument outline (0.10); E-mail with P. Possinger regarding of argument outline (0.10); E-mail with M. Hackett regarding 544 application (0.10); E-mail with M. Hackett regarding 552 (0.10); Analyze reply and prepare list of argument points (1.50); Conference with P. Possinger and J. Zajac regarding outline of argument (0.80); Review J. Zajac e-mail regarding comments and reply (0.10); Review M. Hackett e-mail, edit revised argument outline (0.40); Conference with J. Zajac regarding revisions to argument outline (0.30); E-mails with S. Weise regarding UCC issues in reply (0.20); Conference with J. Zajac regarding adequate protection argument (0.10); Review S. Weise comments and revised outline (0.20); Review T. Mungovan comments to outline (0.10); E-mail with J. Zajac regarding appeal of lift stay (0.10).	4.40	\$3,212.00
06/26/17	Paul Possinger	208	Discuss talking points for bondholder lift stay argument with J. Levitan and J. Zajac (0.40); Call with M. Hackett regarding same (0.30); Review draft outline for argument (0.50).	1.20	\$876.00
06/26/17	Jared Zajac	208	Review and analyze reply and cases cited in reply (3.20); Prepare for and meet with J. Levitan and P. Possinger regarding reply (0.70); Draft talking points addressing bankruptcy issues (1.20); Review and consider points for other arguments (0.40); Review prior briefs and analysis regarding UCC timing argument (0.90); Review revised talking points (0.70); Review and revise talking points (1.30); Review analysis from S. Weise regarding UCC argument (0.40).	8.80	\$6,424.00
06/26/17	Kevin J. Perra	208	Work on issues regarding motion to lift stay.	1.90	\$1,387.00
06/26/17	Timothy W. Mungovan	208	Continue to work on analyzing reply regarding lift stay, prepare talking points for M. Bienenstock, and communications with M. Hackett and K. Perra regarding same.	1.50	\$1,095.00
06/27/17	Jared Zajac	208	Review talking points regarding ERS reply on lift stay.	0.20	\$146.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
06/28/17	Michael R. Hackett	208	Prepare for and participate (telephonically) in omnibus hearing.	3.00	\$2,190.00
				180.80	\$131,984.00

210 Analysis and Strategy

Date	Timekeeper	Task	Description	Hours	Amount
06/01/17	Paul Possinger	210	E-mail to litigation team regarding scheduling (0.40); Review scheduling motions and related e-mails (0.80).	1.20	\$876.00
06/01/17	Timothy W. Mungovan	210	Communications with S. Ratner, K. Perra, J. Alonzo and M. Bienenstock regarding bondholders' complaint and responding to same.	0.70	\$511.00
06/01/17	Jeffrey W. Levitan	210	Review scheduling motion, e-mails with P. Possinger, K. Perra regarding response to same.	0.30	\$219.00
06/01/17	William D. Dalsen	210	Correspondence with team regarding ERS motion and key documents.	0.40	\$292.00
06/02/17	Jeffrey W. Levitan	210	Prepare list of discussion points for S. Weise (0.20); Teleconference with S. Weise regarding issues (0.50); Teleconferences with J. Esses regarding 552 research (0.20); E-mail with K. Perra, W. Dalsen regarding response outline (0.20).	1.10	\$803.00
06/03/17	Timothy W. Mungovan	210	Communications with K. Perra and S. Ratner regarding deadline for responding to complaint and next steps.	0.80	\$584.00
06/05/17	Joshua A. Esses	210	Call with J. Levitan regarding ERS Section 552 and additional research regarding same.	3.80	\$2,774.00
06/05/17	Jeffrey W. Levitan	210	Discussion with K. Perra regarding discovery and hearing preparation (0.20); Review P. Possinger e-mail regarding negotiations (0.30); Discussion with P. Possinger regarding status of ERS discussion (0.10).	0.60	\$438.00
06/08/17	Stephen L. Ratner	210	Teleconferences with P. Possinger, T. Mungovan, K. Perra, and M. Hackett regarding ERS motion.	0.50	\$365.00
06/09/17	Jared Zajac	210	Meeting with J. Levitan regarding ERS.	0.20	\$146.00
06/16/17	Timothy W. Mungovan	210	Communications with A. Vermal and M. Firestein regarding motion to disqualify three Board members.	0.50	\$365.00
06/19/17	Michael R. Hackett	210	Conferences with legal team regarding pre-trial statements.	1.50	\$1,095.00
06/19/17	Michael A. Firestein	210	Teleconference with T. Mungovan regarding ERS collateral issues (0.20); Follow-up discussion with T. Mungovan and L. Rappaport regarding ERS possible declaration (0.30).	0.50	\$365.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
06/19/17	Lary Alan Rappaport	210	Teleconference with T. Mungovan, M. Firestein regarding ERS opposition and potential declaration (0.30); E-mails with T. Mungovan, M. Firestein regarding expert declaration (0.10).	0.40	\$292.00
06/20/17	Jeffrey W. Levitan	210	E-mail with P. Possinger regarding retiree committee.	0.10	\$73.00
06/26/17	Stephen L. Ratner	210	Teleconference and e-mail with T. Mungovan and team regarding ERS.	1.00	\$730.00
06/29/17	Jeffrey W. Levitan	210	Conference with K. Perra regarding possible decisions and next steps.	0.20	\$146.00
				13.80	\$10,074.00

212 General Administration

Date	Timekeeper	Task	Description	Hours	Amount
06/06/17	Hannah Silverman	212	Prepare ERS motion papers per C. Febus (1.50); Prepare authorities cited in adequate protection research paper per C. Febus (0.50); Prepare Peaje temporary restraining order papers per C. Febus (0.50); Review case and obtain authorities from Westlaw per C. Febus (0.50).	3.00	\$750.00
06/06/17	Paul Possinger	212	Review status of response to bondholders.	0.30	\$219.00
06/20/17	Lawrence T. Silvestro	212	Prepare inventory of cases cited in opposition to ERS secured creditors lift stay motion.	2.00	\$500.00
06/27/17	Magali Giddens	212	Prepare ERS binder and index same for P. Possinger for hearing.	1.20	\$300.00
06/28/17	Magali Giddens	212	Continue to update ERS case law binder index, including identifying sources, color coding and alphabetizing (3.70); Rename pdfs to reflect new order and send file to C. Theodoridis (0.50); Monitor Reorg Research regarding hearing updates (0.60).	4.80	\$1,200.00
				11.30	\$2,969.00

Total for Professional Services**\$429,240.00**

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Timekeeper Summary

Timekeeper	Status	Hours	Rate	Value
ANA VERMAL	PARTNER	2.50	730.00	\$1,825.00
JEFFREY W. LEVITAN	PARTNER	69.20	730.00	\$50,516.00
KEVIN J. PERRA	PARTNER	73.00	730.00	\$53,290.00
LARY ALAN RAPPAPORT	PARTNER	0.40	730.00	\$292.00
MARK HARRIS	PARTNER	1.00	730.00	\$730.00
MARTIN J. BIENENSTOCK	PARTNER	14.90	730.00	\$10,877.00
MICHAEL A. FIRESTEIN	PARTNER	1.40	730.00	\$1,022.00
PAUL POSSINGER	PARTNER	23.50	730.00	\$17,155.00
RALPH C. FERRARA	PARTNER	0.60	730.00	\$438.00
STEPHEN L. RATNER	PARTNER	24.40	730.00	\$17,812.00
STEVEN O. WEISE	PARTNER	84.70	730.00	\$61,831.00
TIMOTHY W. MUNGOVAN	PARTNER	30.00	730.00	\$21,900.00
Total for PARTNER		325.60		\$237,688.00
CHANTEL L. FEBUS	SENIOR COUNSEL	20.90	730.00	\$15,257.00
Total for SENIOR COUNSEL		20.90		\$15,257.00
JARED ZAJAC	ASSOCIATE	57.90	730.00	\$42,267.00
JERAMY WEBB	ASSOCIATE	0.40	730.00	\$292.00
JOSHUA A. ESSES	ASSOCIATE	55.30	730.00	\$40,369.00
MAJA ZERJAL	ASSOCIATE	1.40	730.00	\$1,022.00
MATTHEW I. ROCHMAN	ASSOCIATE	1.10	730.00	\$803.00
MICHAEL R. HACKETT	ASSOCIATE	103.00	730.00	\$75,190.00
VINCENT INDELICATO	ASSOCIATE	6.80	730.00	\$4,964.00
WILLIAM D. DALSEN	ASSOCIATE	10.60	730.00	\$7,738.00
Total for ASSOCIATE		236.50		\$172,645.00
HANNAH SILVERMAN	LEGAL ASSISTANT	3.00	250.00	\$750.00
LAWRENCE T. SILVESTRO	LEGAL ASSISTANT	2.00	250.00	\$500.00
MAGALI GIDDENS	LEGAL ASSISTANT	6.00	250.00	\$1,500.00
Total for LEGAL ASSISTANT		11.00		\$2,750.00
ZACHARY CHALETT	LAW CLERK	3.60	250.00	\$900.00
Total for LAW CLERK		3.60		\$900.00
Total		597.60		\$429,240.00

For Charges and Disbursements

Date	Timekeeper	Type	Description	Amount
06/13/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$6.00
06/14/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$1.05
06/14/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$12.15
06/18/2017	Karl Hamann	REPRODUCTION	REPRODUCTION	\$0.15
06/18/2017	Karl Hamann	REPRODUCTION	REPRODUCTION	\$2.10
06/18/2017	Karl Hamann	REPRODUCTION	REPRODUCTION	\$3.00
06/21/2017	Magali Giddens	REPRODUCTION	REPRODUCTION	\$6.15
06/21/2017	Magali Giddens	REPRODUCTION	REPRODUCTION	\$1.50
06/21/2017	Kevin J. Perra	REPRODUCTION	REPRODUCTION	\$0.90

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Invoice 170120314

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Type	Description	Amount
06/21/2017	Kevin J. Perra	REPRODUCTION	REPRODUCTION	\$6.30
			Total for REPRODUCTION	\$39.30

Date	Timekeeper	Type	Description	Amount
06/26/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 1:40:46 Searches - 1 Shepards and Autocite - 2 Lexsees and Lexstat - 13	\$440.50
			Total for LEXIS	\$440.50

Date	Timekeeper	Type	Description	Amount
06/18/2017	Joshua A. Esses	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000005 Lines	\$297.00
06/19/2017	Joshua A. Esses	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000003 Lines	\$198.00
06/21/2017	Joshua A. Esses	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000004 Lines	\$99.00
			Total for WESTLAW	\$594.00

Date	Timekeeper	Type	Description	Amount
05/30/2017	Michael R.D. Cooper	OTHER DATABASE RESEARCH	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER PACER SERVICE CENTER; INV#4786464-Q22017A; 7/6/2017- CHARGES FOR THE PERIOD 5/1/2017 THROUGH 5/30/2017.	\$7.90
06/30/2017	Jared Zajac	OTHER DATABASE RESEARCH	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER PACER SERVICE CENTER- INV#4786464-Q-22017B; 7/6/2017 - CHARGES FOR THE PERIOD 6/1/2017 THROUGH 6/30/2017	\$10.30
06/30/2017	Joshua A. Esses	OTHER DATABASE RESEARCH	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER PACER SERVICE CENTER- INV#4786464-Q-22017B; 7/6/2017 - CHARGES FOR THE PERIOD 6/1/2017 THROUGH 6/30/2017	\$11.00
			Total for OTHER DATABASE RESEARCH	\$29.20

Charges and Disbursements Summary

Type of Disbursements	Amount
REPRODUCTION	39.30
LEXIS	440.50
WESTLAW	594.00
OTHER DATABASE RESEARCH	29.20

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Invoice 170120314

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Total Expenses

\$1,103.00**Total Amount for this Matter**

\$430,343.00

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA

Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

(Jointly Administered)

Debtors.¹

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IN RE:

PROMESA

Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

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**COVER SHEET TO SECOND MONTHLY FEE APPLICATION OF PROSKAUER ROSE
LLP FOR COMPENSATION FOR SERVICES RENDERED IN PUERTO
RICO AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS
REPRESENTATIVE OF DEBTOR, THE EMPLOYEES RETIREMENT SYSTEM
(“ERS”) FOR THE PERIOD JUNE 1, 2017 THROUGH JUNE 30, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement is sought:	<u>June 1, 2017 through June 30, 2017</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$1,533.00</u>
Total Amount for this Invoice:	<u>\$1,533.00</u>

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s second monthly fee application in these cases.

On September 5, 2017 Sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.,
Suzanne Uhland, Esq.,
Diana M. Perez, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico,
Edificio Ochoa, 500 Tanca
Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J. E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

**Co-Counsel for the Official Committee of
Retirees:**

Jenner & Block LLP
919 Third Ave.
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.
and
Bennazar, Garcia & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
Avenida Ponce de Leon #416
Hato Rey, San Juan
Puerto Rico 00918
Attn.: A.J. Bennazar-Zequeira

Summary of Legal Fees for the Period June 1, 2017 through June 30, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
203	Hearings and other non-filed Communications with the Court	1.50	\$1,095.00
210	Analysis and Strategy	0.60	\$438.00
Totals		2.10	\$1,533.00

Summary of Legal Fees for the Period June 1, 2017 through June 30, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Martin J. Bienenstock	Partner	Corporate	\$730.00	1.50	\$1,095.00
Stephen L. Ratner	Partner	Litigation	\$730.00	0.60	\$438.00
Totals				2.10	\$1,533.00

SUMMARY OF LEGAL FEES	Hours	Fees
	2.10	\$1,533.00

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (i.e., payment of ninety percent (90%) of the compensation sought) in the total amount of \$1,379.70.

Exhibit A

33260 FOMB

Invoice 170123590

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 1

Summary of Time Billed by Task		Hours	Value
203	Hearings and other non-filed Communications with the Court	1.50	\$1,095.00
210	Analysis and Strategy	0.60	\$438.00
Total		2.10	\$1,533.00

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Invoice 170123590

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD
MEMBER

0007 PROMESA TITLE III: ERS

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203 Hearings and other non-filed Communications with the Court

Date	Timekeeper	Task	Description	Hours	Amount
06/28/17	Martin J. Bienenstock	203	Participate in oral argument regarding ERS bondholders' motion for stay relief.	1.50	\$1,095.00
				1.50	\$1,095.00

210 Analysis and Strategy

Date	Timekeeper	Task	Description	Hours	Amount
06/28/17	Stephen L. Ratner	210	Conferences with M. Bienenstock, T. Mungovan, S. Weise regarding ERS.	0.60	\$438.00
				0.60	\$438.00

Total for Professional Services

\$1,533.00

33260 FOMB

Invoice 170123590

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD
MEMBER

0007 PROMESA TITLE III: ERS

Page 3

Timekeeper Summary

Timekeeper	Status	Hours	Rate	Value
MARTIN J. BIENENSTOCK	PARTNER	1.50	730.00	\$1,095.00
STEPHEN L. RATNER	PARTNER	0.60	730.00	\$438.00
Total for PARTNER		2.10		\$1,533.00
	Total	2.10		\$1,533.00
	Total Amount for this Matter			\$1,533.00

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

(Jointly Administered)

Debtors.¹

-----X

-----X

IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO THIRD MONTHLY FEE APPLICATION
OF PROSKAUER ROSE LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES RETIREMENT SYSTEM
(“ERS”) FOR THE PERIOD JULY 1, 2017 THROUGH JULY 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:	<u>Proskauer Rose LLP ("Proskauer")</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement is sought:	<u>July 1, 2017 through July 31, 2017</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$303,870.00</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$487.10</u>
Total Amount for this Invoice:	<u>\$304,357.10</u>

This is a: X monthly ___ interim ___ final application.

This is Proskauer's third monthly fee application in these cases.

On September 6, 2017 Sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.,
Suzanne Uhland, Esq.,
Diana M. Perez, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of Puerto Rico,
Edificio Ochoa, 500 Tanca
Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
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New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Battle-Barasorda, Esq.
Alberto J. E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
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Attn.: Robert Gordon, Esq.
Richard Levin, Esq.
and
Bennazar, Garcia & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
Avenida Ponce de Leon #416
Hato Rey, San Juan
Puerto Rico 00918
Attn.: A.J. Bennazar-Zequiera

Summary of Legal Fees for the Period July 1, 2017 through July 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	12.10	\$8,833.00
202	Legal Research	79.00	\$57,670.00
203	Hearings and other non-filed communications with the Court	1.10	\$803.00
204	Communications with Claimholders	6.70	\$4,891.00
205	Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	9.10	\$6,643.00
206	Documents Filed on Behalf of the Board	159.30	\$116,289.00
207	Non-Board Court Filings	42.80	\$30,956.00
208	Stay Matters	4.80	\$3,504.00
209	Adversary Proceeding	72.20	\$49,970.00
210	Analysis and Strategy	29.20	\$21,316.00
212	General Administration	0.30	\$75.00
213	Labor, Pension Matters	4.00	\$2,920.00
Totals		420.60	\$303,870.00

Summary of Legal Fees for the Period July 1, 2017 through July 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeffrey W. Levitan	Partner	Corporate	\$730.00	24.40	\$17,812.00
Kevin J. Perra	Partner	Litigation	\$730.00	32.40	\$23,652.00
Martin J. Bienenstock	Partner	BSGR & B	\$730.00	8.00	\$5,840.00
Paul Possinger	Partner	BSGR & B	\$730.00	55.50	\$40,515.00
Paul M. Hamburger	Partner	Labor & Employment	\$730.00	2.50	\$1,825.00
Peter D. Doyle	Partner	Litigation	\$730.00	89.70	\$65,481.00
Ralph C. Ferrara	Partner	Litigation	\$730.00	0.30	\$219.00
Stephen L. Ratner	Partner	Litigation	\$730.00	8.50	\$6,205.00
Steven O. Weise	Partner	Corporate	\$730.00	36.60	\$26,718.00
Timothy W. Mungovan	Partner	Litigation	\$730.00	10.60	\$7,738.00
Chantel L. Febus	Senior Counsel	Litigation	\$730.00	1.00	\$730.00
Jordan B. Leader	Senior Counsel	Litigation	\$730.00	11.20	\$8,176.00
Jared Zajac	Associate	BSGR & B	\$730.00	44.90	\$32,777.00
Jeremy Webb	Associate	BSGR & B	\$730.00	3.40	\$2,482.00
Jessica Z. Greenburg	Associate	Litigation	\$730.00	8.70	\$6,351.00
Joshua A. Esses	Associate	BSGR & B	\$730.00	0.90	\$657.00
Michael R. Hackett	Associate	Litigation	\$730.00	69.80	\$50,954.00
Vincent Indelicato	Associate	BSGR & B	\$730.00	2.60	\$1,898.00
William D. Dalsen	Associate	Litigation	\$730.00	3.00	\$2,190.00
Totals				414.00	\$302,220.00

Summary of Legal Fees for the Period July 1, 2017 through July 31, 2017

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Shealeen E. Schaefer	Legal Assistant	Litigation	\$250.00	1.10	\$275.00
Totals				1.10	\$275.00

Law Clerk	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Om V. Alladi	Law Clerk	Litigation	\$250.00	5.50	\$1,375.00
Totals				5.50	\$1,375.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 420.60	<u>Fees</u> \$303,870.00
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Summary of Disbursements for the Period July 1, 2017 through July 31, 2017

EXPENSE CATEGORY	AMOUNTS
Reproduction	\$109.35
Lexis	\$358.75
Other Database Search Service	\$19.00
Total	\$487.10

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$273,483.00 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$487.10) in the total amount of \$273,970.10.

Exhibit A

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Invoice 170124291

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Summary of Time Billed by Task		Hours	Value
201	Tasks Relating to the Board, its members, its Staff, its Advisors or its Consultants	12.10	\$8,833.00
202	Legal Research	79.00	\$57,670.00
203	Hearings and other non-filed communications with the Court	1.10	\$803.00
204	Communications with Claimholders	6.70	\$4,891.00
205	Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	9.10	\$6,643.00
206	Documents Filed on Behalf of the Board	159.30	\$116,289.00
207	Non-Board Court Filings	42.80	\$30,956.00
208	Stay Matters	4.80	\$3,504.00
209	Adversary Proceeding	72.20	\$49,970.00
210	Analysis and Strategy	29.20	\$21,316.00
212	General Administration	0.30	\$75.00
213	Labor, Pension Matters	4.00	\$2,920.00
Total		420.60	\$303,870.00

Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants -- 201

Date	Timekeeper	Task	Description	Hours	Amount
07/11/17	Paul Possinger	201	Teleconference with Ernst & Young regarding support for bond litigation (0.50); Draft outline regarding same (0.20).	0.70	\$511.00
07/11/17	Stephen L. Ratner	201	Teleconference J. Santiago (Ernst & Young), A. Chepenik, T. Mungovan, P. Possinger, J. Levitan regarding ERS stipulation.	0.60	\$438.00
07/11/17	Jeffrey W. Levitan	201	Prepare and participate in teleconference with Santambrogio, T. Mungovan, P. Possinger, S. Ratner and P. Doyle regarding ERS litigation status and account analysis.	0.80	\$584.00
07/13/17	Ralph C. Ferrara	201	Review e-mails from N. Jaresko regarding ERS stipulation.	0.30	\$219.00
07/13/17	Paul Possinger	201	Teleconferences with Ernst & Young regarding ERS funds and bondholder stipulation (1.10); Discussion with N. Jaresko regarding ERS funds and bondholder stipulation (0.60); Teleconferences with J. El Koury and A. Chepenik regarding stipulation (1.10); Discuss stipulation with Board subcommittee (0.40); Review and revise stipulation (1.90).	5.10	\$3,723.00
07/13/17	Martin J. Bienenstock	201	Conference with J. El Koury and P. Possinger regarding potential ERS stipulation (0.70); Conference with J. El Koury, P. Possinger and N. Jaresko regarding ERS stipulation (0.60).	1.30	\$949.00
07/14/17	Paul Possinger	201	Teleconferences with Board subcommittee regarding ERS stipulation (0.60); Teleconference with Board regarding status of stipulation, funding source (0.90); E-mails with Ernst & Young regarding status of stipulation, funding source (0.50).	2.00	\$1,460.00
07/15/17	Paul Possinger	201	E-mails with O'Neill regarding objection period for stipulation.	0.40	\$292.00
07/20/17	Paul Possinger	201	Discuss UCC and proceeds arguments with H. Bauer.	0.30	\$219.00
07/25/17	Paul Possinger	201	Attention to local counsel for bond adversary cases.	0.30	\$219.00
07/27/17	Paul Possinger	201	Teleconference with local counsel regarding go-forward tasks.	0.30	\$219.00
				12.10	\$8,833.00

Legal Research -- 202

Date	Timekeeper	Task	Description	Hours	Amount
07/07/17	Steven O. Weise	202	Prepare analysis of UCC issue for summary judgment motion.	1.10	\$803.00
07/09/17	Michael R. Hackett	202	Legal and factual research regarding potential claims for declaratory judgment action.	3.80	\$2,774.00
07/09/17	Peter D. Doyle	202	Review ERS background documents and key filings.	7.90	\$5,767.00
07/10/17	Steven O. Weise	202	Prepare outline of UCC issues.	2.00	\$1,460.00
07/10/17	Peter D. Doyle	202	Review and revise ERS background documents and key filings, and review litigation strategy.	5.60	\$4,088.00
07/10/17	Kevin J. Perra	202	Analyze claims and defenses for potential declaratory judgment.	1.40	\$1,022.00
07/10/17	Michael R. Hackett	202	Legal and factual research regarding potential claims.	2.90	\$2,117.00
07/11/17	Steven O. Weise	202	Prepare summary of UCC issues in connection with ERS litigation.	1.30	\$949.00
07/12/17	Steven O. Weise	202	Prepare analysis of UCC issues for ERS litigation.	1.40	\$1,022.00
07/12/17	Jared Zajac	202	Meet with J. Levitan regarding complaint (0.30); Review and research regarding 544 complaints (1.20); E-mail J. Levitan regarding same (0.10).	1.60	\$1,168.00
07/12/17	Michael R. Hackett	202	Legal and factual research for affirmative claims.	2.90	\$2,117.00
07/12/17	Paul M. Hamburger	202	Analyze issues regarding ERS bondholder claims regarding employer contributions and prepare for follow-up teleconference.	0.80	\$584.00
07/12/17	Jeffrey W. Levitan	202	Analyze and prepare outline of tracing issues (0.70); Research precedents for complaint draft (1.20).	1.90	\$1,387.00
07/14/17	Jared Zajac	202	Research regarding lookback period.	0.60	\$438.00
07/14/17	Peter D. Doyle	202	Review ERS background documents and key pleadings (2.40); Review and outline litigation strategy (6.30).	8.70	\$6,351.00
07/15/17	Jeremy Webb	202	Review case management procedures and local rules regarding stipulation objection deadline (0.50); E-mail to P. Possinger and O'Neill regarding same (0.20).	0.70	\$511.00
07/17/17	Jared Zajac	202	Gather background information for J. Greenburg for complaint and e-mail same.	0.30	\$219.00
07/17/17	Peter D. Doyle	202	Review court filings, discovery plans, and ERS litigation strategy.	6.40	\$4,672.00
07/18/17	Martin J. Bienenstock	202	Research constitutional issues involved in ERS-related legislation.	6.70	\$4,891.00
07/19/17	Steven O. Weise	202	Review UCC issues regarding financing statement and effect of transition rules.	1.10	\$803.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
07/19/17	Peter D. Doyle	202	Review key documents for ERS litigation.	2.90	\$2,117.00
07/20/17	Paul Possinger	202	Review Enabling Act amendments and impact on liens.	0.60	\$438.00
07/20/17	Steven O. Weise	202	Analyze amendments to Enabling Act and effect on security interests.	2.20	\$1,606.00
07/21/17	Jared Zajac	202	Review S. Weise summary of collateral argument.	0.20	\$146.00
07/23/17	Steven O. Weise	202	Prepare summary of legal arguments regarding security interest.	1.30	\$949.00
07/24/17	Steven O. Weise	202	Review UCC issues for ERS case.	2.40	\$1,752.00
07/25/17	Steven O. Weise	202	Review issues regarding UCC.	2.80	\$2,044.00
07/25/17	Michael R. Hackett	202	Research service of complaint and summonses on bondholders.	3.20	\$2,336.00
07/27/17	Peter D. Doyle	202	Review litigation strategy and status of projects.	1.10	\$803.00
07/28/17	Steven O. Weise	202	Prepare analysis of UCC issues.	2.30	\$1,679.00
07/28/17	Peter D. Doyle	202	Review documents regarding ERS matters.	0.90	\$657.00
				79.00	\$57,670.00

Hearings and Other non –filed Communications with the Court -- 203

Date	Timekeeper	Task	Description	Hours	Amount
07/10/17	Paul Possinger	203	E-mail chambers regarding lift-stay ruling.	0.40	\$292.00
07/12/17	Jeramy Webb	203	Review transcript from omnibus hearing regarding adequate protection.	0.40	\$292.00
07/17/17	Jeramy Webb	203	E-mails to Chambers regarding ERS stipulation.	0.30	\$219.00
				1.10	\$803.00

Communications with Claimholders -- 204

Date	Timekeeper	Task	Description	Hours	Amount
07/05/17	Paul Possinger	204	E-mails with F. Fornia and union counsel regarding defined contribution accounts.	0.50	\$365.00
07/05/17	Paul M. Hamburger	204	Read ERS bondholder letters and follow-up e-mails.	0.10	\$73.00
07/06/17	Paul Possinger	204	Attention to communications with union regarding hybrid accounts (0.70); Teleconference with J. Cunningham regarding terms (0.60).	1.30	\$949.00
07/07/17	Paul Possinger	204	Discussion with bondholders regarding adequate protection stipulation.	0.50	\$365.00
07/07/17	Timothy W. Mungovan	204	Review and respond to stipulation with bondholders and communications with P. Possinger regarding same.	0.50	\$365.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
07/10/17	Paul Possinger	204	Teleconference with bondholders regarding lift-stay ruling (0.60); Follow-up e-mail regarding same to S. Uhland (0.40).	1.00	\$730.00
07/14/17	Paul Possinger	204	Teleconferences with O'Melveny, Jones Day and White & Case regarding ERS stipulation.	2.50	\$1,825.00
07/17/17	Paul Possinger	204	Teleconference with C. Steege regarding ERS stipulation and document requests.	0.30	\$219.00
				6.70	\$4,891.00

Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities -- 205

Date	Timekeeper	Task	Description	Hours	Amount
07/05/17	Paul Possinger	205	Teleconference with S. Uhland regarding status of adequate protection stipulation with ERS bonds.	0.40	\$292.00
07/07/17	Paul Possinger	205	Discussion with S. Uhland and litigation team regarding adequate protection stipulation.	0.80	\$584.00
07/09/17	Paul Possinger	205	E-mails with S. Uhland and S. Weise regarding Jones Day revisions to ERS adequate protection stipulation.	0.40	\$292.00
07/10/17	Paul Possinger	205	E-mails with AAFAF regarding adequate protection stipulation.	0.30	\$219.00
07/11/17	Paul Possinger	205	Teleconference with AAFAF regarding bondholder stipulation.	0.90	\$657.00
07/11/17	Stephen L. Ratner	205	Teleconference with O'Melveny regarding ERS stipulation and litigation schedule (0.70); E-mail O'Melveny and review draft stipulation regarding ERS (0.40).	1.10	\$803.00
07/12/17	Paul Possinger	205	Teleconferences with O'Melveny, J. El Koury, N. Jaresko regarding sources of funds for ERS stipulation.	1.40	\$1,022.00
07/13/17	Paul Possinger	205	Teleconferences with S. Uhland regarding stipulation.	0.80	\$584.00
07/21/17	Jeffrey W. Levitan	205	Review O'Melveny comments on complaint (0.30); E-mails and conferences with P. Possinger J. Zajac regarding same (0.80).	1.10	\$803.00
07/21/17	Jared Zajac	205	Review O'Melveny comments to complaint.	0.20	\$146.00
07/21/17	Paul Possinger	205	Teleconferences with O'Melveny regarding lien challenge complaint.	0.30	\$219.00
07/26/17	Paul Possinger	205	Teleconference with AAFAF regarding responses to bondholder document requests.	0.70	\$511.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
07/26/17	William D. Dalsen	205	Teleconference with O'Melveny regarding ERS discovery responses and document collection.	0.70	\$511.00
				9.10	\$6,643.00

Documents Filed on Behalf of the Board -- 206

Date	Timekeeper	Task	Description	Hours	Amount
07/05/17	Paul Possinger	206	Review draft stipulation regarding bondholder adequate protection, related e-mails.	0.80	\$584.00
07/06/17	Kevin J. Perra	206	Work on scheduling, strategy and stipulation issues.	1.20	\$876.00
07/06/17	Paul Possinger	206	Revise adequate protection stipulation (1.30); E-mails with M. Bienenstock and O'Melveny regarding same (0.20).	1.50	\$1,095.00
07/07/17	Paul Possinger	206	Revise adequate protection stipulation.	1.50	\$1,095.00
07/07/17	Kevin J. Perra	206	Work on strategy, stipulation and scheduling issues.	0.50	\$365.00
07/07/17	Steven O. Weise	206	Review and revise stipulation regarding segregated funds.	1.40	\$1,022.00
07/07/17	Stephen L. Ratner	206	Teleconferences and e-mail with T. Mungovan and team regarding ERS stipulation.	0.20	\$146.00
07/10/17	Kevin J. Perra	206	Review and revise stipulation regarding stay.	0.60	\$438.00
07/10/17	Michael R. Hackett	206	Review and revise analyze draft stipulation (0.90); Correspondence with legal team regarding same (0.50).	1.40	\$1,022.00
07/11/17	Paul Possinger	206	Revise ERS stipulation.	1.40	\$1,022.00
07/12/17	Jeffrey W. Levitan	206	E-mail with T. Mungovan and S. Ratner regarding drafting declaratory judgment complaint (0.20); Conference with J. Zajac regarding drafting same (0.30).	0.50	\$365.00
07/12/17	Michael R. Hackett	206	Review and revise joint stipulation.	0.90	\$657.00
07/12/17	Peter D. Doyle	206	Review ERS background documents, transcripts, and key filings, and outline declaratory relief and arguments.	6.40	\$4,672.00
07/12/17	Kevin J. Perra	206	Work on ERS declaratory judgment claim (1.30); Review documents and filings for same (1.50).	2.80	\$2,044.00
07/12/17	Paul Possinger	206	Review and revise ERS stipulation.	1.10	\$803.00
07/13/17	Kevin J. Perra	206	Work on ERS declaratory judgment action.	1.40	\$1,022.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
07/13/17	Jared Zajac	206	Conference with J. Levitan regarding ERS and complaint (0.80); Teleconference with K. Perra and J. Greenburg regarding complaint (0.30); Review source documents and pleadings regarding background (1.80); Draft portion of complaint (8.80); E-mails with J. Greenburg regarding same (0.20).	11.90	\$8,687.00
07/13/17	Jessica Z. Greenburg	206	Draft portion of declaratory judgment complaint.	1.40	\$1,022.00
07/13/17	Peter D. Doyle	206	Continue review of ERS background documents and communications regarding same, and outline litigation strategy and projects.	6.80	\$4,964.00
07/13/17	Jeffrey W. Levitan	206	Prepare outline of complaint regarding lien avoidance (0.90); Conference with J. Zajac regarding drafting issues on complaint (0.30); Review PROMESA cross reference to 544 (0.10); Conference with J. Zajac regarding potential defendants for declaratory judgment complaint (0.10); Research and review sample complaints (0.70); Conference with J. Zajac regarding drafting issues (0.20); E-mail with P. Possinger regarding stipulation (0.10).	2.40	\$1,752.00
07/14/17	Steven O. Weise	206	Review draft complaint (1.40); Prepare summary of UCC issues for complaint (1.10).	2.50	\$1,825.00
07/14/17	Michael R. Hackett	206	Review declaratory judgment complaint.	1.20	\$876.00
07/14/17	Paul Possinger	206	Address revisions to ERS stipulation (1.80); Finalize stipulation (1.50).	3.30	\$2,409.00
07/14/17	Jeffrey W. Levitan	206	Review final stipulation on lift stay (0.10); E-mails with J. Zajac regarding revised complaint (0.50); Edit draft complaint (1.10).	1.70	\$1,241.00
07/14/17	Jared Zajac	206	Conferences with J. Levitan regarding complaint (0.90); Draft and revise portion of complaint (3.90); Review J. Greenburg comments (0.30); E-mail with J. Greenburg regarding same (0.10); E-mail with K. Perra, J. Levitan, P. Possinger, P. Doyle regarding complaint (0.10); E-mails with J. Levitan regarding stipulation and complaint (0.20); Review stipulation (0.10).	5.60	\$4,088.00
07/14/17	Kevin J. Perra	206	Review and comment on declaratory judgment complaint.	1.80	\$1,314.00
07/14/17	Jessica Z. Greenburg	206	Review and revise declaratory judgment complaint.	1.30	\$949.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
07/14/17	Jeremy Webb	206	Assist in finalization in stipulation regarding ERS bondholder motion (1.20); Draft notice of filing regarding same (0.50); Draft correspondence to Chambers regarding proposed order (0.30).	2.00	\$1,460.00
07/15/17	Jeffrey W. Levitan	206	E-mails with P. Possinger regarding drafting of complaint and stipulation (0.30); Edit draft of complaint, prepare comments (0.90).	1.20	\$876.00
07/15/17	Kevin J. Perra	206	Review and comment on declaratory judgment complaint and related issues.	1.20	\$876.00
07/15/17	Jared Zajac	206	Review e-mails regarding complaint and related issues from J. Levitan and P. Possinger.	0.20	\$146.00
07/15/17	Jessica Z. Greenburg	206	Review e-mails regarding complaint.	0.10	\$73.00
07/16/17	Jared Zajac	206	Review J. Levitan and P. Possinger comments to complaint (0.50); Review S. Weise e-mail regarding comments (0.10).	0.60	\$438.00
07/16/17	Kevin J. Perra	206	Review and comment on ERS declaratory judgment complaint and related issues.	1.30	\$949.00
07/16/17	Jessica Z. Greenburg	206	Review revisions to complaint.	0.30	\$219.00
07/16/17	Jeffrey W. Levitan	206	E-mail with K. Perra regarding draft of complaint (0.20); Review P. Possinger e-mail regarding complaint issue (0.10); Review S. Weise e-mail regarding UCC issues in complaints (0.10).	0.40	\$292.00
07/16/17	Steven O. Weise	206	Review and comment on ERS complaint.	2.80	\$2,044.00
07/16/17	Paul Possinger	206	Review and revise draft declaratory action complaint.	1.30	\$949.00
07/17/17	Steven O. Weise	206	Review and revise complaint regarding security interests.	2.10	\$1,533.00
07/17/17	Jeffrey W. Levitan	206	E-mail with K. Perra regarding revisions to complaint (0.10); E-mail with J. Zajac regarding complaint redraft (0.10); E-mail with P. Doyle, K. Perra regarding revisions (0.20); E-mail with S. Weise regarding complaint comments (0.10); Review P. Possinger, S. Weise, J. Levitan revisions to complaint (0.90); Conference with J. Zajac regarding revisions to complaint (0.40); E-mail with K. Perra, P. Doyle regarding status of revised draft (0.10); Edit revised draft complaint (0.60); Review additional comments to complaint (0.20); Conference with J. Zajac regarding revisions to complaint (0.30); E-mail with K. Perra regarding review of revised complaint (0.10).	3.10	\$2,263.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/17/17	William D. Dalsen	206	Review draft ERS complaint and related materials per M. Hackett request.	0.40	\$292.00
07/17/17	Jared Zajac	206	Draft and revise portion of complaint (6.30); Conference, teleconference and e-mails with J. Levitan regarding complaint (1.00); Review stipulation (0.20); E-mail with M. Hackett regarding complaint (0.10); Review comments to complaint (0.30); E-mail P. Possinger regarding complaint (0.10); E-mails regarding complaint with P. Possinger, J. Levitan, S. Weise, and K. Perra (0.30).	8.30	\$6,059.00
07/17/17	Timothy W. Mungovan	206	Work on complaint for declaratory judgment, and communications with P. Possinger, S. Ratner, K. Perra, M. Hackett and O'Melveny regarding strategy for same.	0.80	\$584.00
07/17/17	Michael R. Hackett	206	Review and analyze draft complaint (4.30); Correspondence with legal team regarding adversary complaint (0.90).	5.20	\$3,796.00
07/17/17	Kevin J. Perra	206	Work on declaratory judgment complaint and related issues.	1.10	\$803.00
07/17/17	Jessica Z. Greenburg	206	Teleconference with M. Hackett regarding complaint (0.10); Draft insert to complaint (1.30).	1.40	\$1,022.00
07/18/17	Jeffrey W. Levitan	206	Review M. Hackett e-mail and comments to draft complaint (0.20); E-mail with M. Hackett regarding comments (0.10); Review S. Weise revisions to draft complaint (0.30); E-mails with S. Weise regarding comments (0.10); Review P. Possinger comments to complaint and e-mail (0.30); Conferences with J. Zajac regarding revisions to complaint (0.20); Review S. Weise revisions and e-mail S. Weise regarding complaint (0.40); E-mail J. Zajac regarding S. Weise complaint revisions (0.10).	1.70	\$1,241.00
07/18/17	Michael R. Hackett	206	Review and revise portion of complaint (3.00); Correspondence with legal team regarding complaint (1.00).	4.00	\$2,920.00
07/18/17	Paul Possinger	206	Review and revise updated draft of complaint (2.40); E-mails with litigation team regarding updated draft of complaint (0.40); Teleconference with pension working group for further diligence on complaint (0.40).	3.20	\$2,336.00
07/18/17	Timothy W. Mungovan	206	Review ERS draft complaint and communications with S. Ratner.	0.90	\$657.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/18/17	Jared Zajac	206	Draft and revise portion of complaint (2.50); E-mail J. Greenburg regarding complaint (0.10); Conferences with J. Levitan regarding complaint (0.50); E-mails with P. Possinger, J. Levitan and S. Weise regarding same (0.20).	3.30	\$2,409.00
07/18/17	Kevin J. Perra	206	Review and comment on declaratory judgment complaint and related strategy issues (0.30) Review documents for same (0.80); Communications with team regarding same (0.40).	1.50	\$1,095.00
07/18/17	William D. Dalsen	206	Continue review of case materials and draft portion of ERS complaint.	0.30	\$219.00
07/18/17	Steven O. Weise	206	Review and revise complaint regarding security interests.	2.80	\$2,044.00
07/19/17	Jeffrey W. Levitan	206	Review S. Weise and P. Possinger revisions to complaint (0.30); E-mail with P. Possinger regarding revisions to complaint (0.10); Conference with P. Possinger, S. Ratner regarding revisions to complaint (0.20); Review S. Ratner complaint comments (0.30); Prepare outline of revisions to complaint (0.30); Review S. Weise e-mail regarding 2008 filing (0.10); Conference with J. Zajac regarding complaint revisions (0.30); Teleconference with S. Ratner regarding revisions (0.10) Conference with J. Zajac regarding additional revisions (0.10); Teleconference with S. Weise, P. Possinger regarding addition of UCC section to complaint (0.20); E-mail with S. Weise regarding bondholder UCC arguments (0.10); Review UCC insert and e-mail J. Zajac regarding same (0.10); Conference with P. Possinger regarding UCC and employee contributions in connection with complaint (0.10).	2.30	\$1,679.00
07/19/17	Kevin J. Perra	206	Review declaratory judgment complaint and related issues.	0.80	\$584.00
07/19/17	Timothy W. Mungovan	206	Review and revise complaint and communications with S. Ratner regarding same.	1.60	\$1,168.00
07/19/17	Jared Zajac	206	E-mails with P. Possinger, J. Levitan and S. Weise regarding complaint (0.50); Meet with J. Levitan regarding same (0.30); Draft and revise complaint (1.40); Review P. Possinger comments (0.20).	2.40	\$1,752.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/19/17	Paul Possinger	206	Teleconference with T. Mungovan regarding ERS complaint (0.60); Revise same (0.70); Teleconference with J. Levitan and S. Weise regarding UCC changes to complaint (0.60); E-mails with S. Weise regarding UCC transition analysis in complaint (0.80); Review revised complaint and UCC arguments (1.40).	4.10	\$2,993.00
07/19/17	Stephen L. Ratner	206	Review draft ERS complaint (1.30); Teleconferences and e-mail with T. Mungovan, P. Possinger, J. Levitan regarding same (0.50).	1.80	\$1,314.00
07/19/17	Steven O. Weise	206	Review and revise UCC language in complaint.	1.20	\$876.00
07/20/17	Stephen L. Ratner	206	Teleconferences and e-mail with T. Mungovan regarding ERS complaint.	3.20	\$2,336.00
07/20/17	Jared Zajac	206	Prepare complaint exhibits for declaratory judgment claims (1.10); Review perfection case law in connection with complaint (1.00); Revise complaint (0.70).	2.80	\$2,044.00
07/20/17	Paul Possinger	206	Further review of lien challenge complaint.	1.40	\$1,022.00
07/20/17	Timothy W. Mungovan	206	Revisions to complaint against bondholders and communications with S. Ratner, M. Bienenstock, P. Possinger, S. Weise, K. Perra, and M. Hackett regarding same.	0.90	\$657.00
07/20/17	Kevin J. Perra	206	Review revised declaratory judgment complaint and discovery requests.	0.70	\$511.00
07/20/17	Jeffrey W. Levitan	206	Review analyses of UCC arguments in complaint.	0.30	\$219.00
07/21/17	Steven O. Weise	206	Review and revise complaint regarding security interests.	5.50	\$4,015.00
07/21/17	Timothy W. Mungovan	206	Revise complaint against bondholders and review O'Melveny's edits to complaint (0.90); Communications with S. Ratner, M. Bienenstock, P. Possinger, S. Weise, K. Perra, P. Doyle and M. Hackett regarding same (0.60).	1.50	\$1,095.00
07/21/17	Jared Zajac	206	Draft and revise complaint (3.10); Conferences and e-mails with J. Levitan regarding revisions to complaint (0.90); E-mails with P. Possinger, J. Levitan, and S. Weise regarding complaint (0.40); E-mails with P. Possinger regarding complaint (0.20); Review files regarding complaint notices (0.30); E-mail with V. Fernandez regarding notices (0.10).	5.00	\$3,650.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/21/17	Paul Possinger	206	Revise lien challenge complaint (1.40); Further revisions regarding same (1.60); Teleconference with ERS litigation team regarding same (0.80).	3.80	\$2,774.00
07/21/17	Jeffrey W. Levitan	206	E-mail with P. Possinger regarding comments to complaint (0.10); Conferences with J. Zajac regarding drafting issues on revised complaint (0.40); Review S. Weise analysis regarding scope of security agreement and e-mail regarding complaint revisions (0.20); Edit revise complaint (0.70); E-mail with P. Possinger regarding filing complaint (0.10); Review S. Weise, P. Possinger e-mails regarding UCC edits to complaint (0.10); Review S. Weise revisions to complaint (0.10).	1.70	\$1,241.00
07/24/17	Vincent Indelicato	206	Analyze ERS bondholder declaratory judgment action.	1.30	\$949.00
07/24/17	Paul Possinger	206	Attention to service of lien challenge complaint (0.70); Review UCC reservation of rights regarding adequate protection stipulations (0.30).	1.00	\$730.00
07/26/17	Chantel L. Febus	206	Review ERS stipulation per T. Mungovan e-mail.	1.00	\$730.00
				159.30	\$116,289.00

Non-Board Court Filings -- 207

Date	Timekeeper	Task	Description	Hours	Amount
07/08/17	Joshua A. Esses	207	Compile and review pleadings for ERS.	0.90	\$657.00
07/08/17	Peter D. Doyle	207	Review court filings regarding ERS-related issues.	8.40	\$6,132.00
07/09/17	Paul Possinger	207	Review Jones Day revisions to ERS adequate protection stipulation (0.70); Mark-up stipulation and e-mail to Jones Day (0.80).	1.50	\$1,095.00
07/11/17	Jeffrey W. Levitan	207	Review order adjourning deadline.	0.10	\$73.00
07/14/17	Jeffrey W. Levitan	207	Review order granting extension.	0.10	\$73.00
07/17/17	Stephen L. Ratner	207	Review ERS procedural materials.	0.40	\$292.00
07/17/17	Michael R. Hackett	207	Review and analyze informal discovery request from bondholders.	1.40	\$1,022.00
07/18/17	Peter D. Doyle	207	Review pleadings and key documents regarding EDS litigation.	2.90	\$2,117.00
07/18/17	Jeffrey W. Levitan	207	Review bondholder document request and e-mail to J. Zajac regarding same.	0.20	\$146.00
07/20/17	Jeffrey W. Levitan	207	Review bondholders takings complaint and P. Possinger e-mails regarding same.	0.60	\$438.00
07/20/17	Paul Possinger	207	Review new takings complaint against United States.	0.80	\$584.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/20/17	Stephen L. Ratner	207	Review motion to inform and related materials regarding ERS action in Court of Federal Claims.	0.50	\$365.00
07/20/17	Michael R. Hackett	207	Review and analyze newly-filed complaint (0.90); Discussions regarding same (1.70).	2.60	\$1,898.00
07/20/17	Jared Zajac	207	Review bondholder complaint and letter.	1.00	\$730.00
07/21/17	Michael R. Hackett	207	Analyze takings complaint.	1.40	\$1,022.00
07/24/17	Kevin J. Perra	207	Review new complaint.	1.50	\$1,095.00
07/25/17	Jeffrey W. Levitan	207	Review ERS docket and bondholder information notice (0.10); Review committee reservation of rights (0.10).	0.20	\$146.00
07/26/17	Shealeen E. Schaefer	207	Review Altair complaint.	0.60	\$150.00
07/27/17	Kevin J. Perra	207	Review Altair case.	0.80	\$584.00
07/27/17	Paul Possinger	207	Review new complaint regarding Resolution 188.	0.80	\$584.00
07/27/17	Jeffrey W. Levitan	207	Review bondholder takings complaint.	0.30	\$219.00
07/27/17	Vincent Indelicato	207	Analyze ERS bondholder complaint and related issues regarding Joint 188.	1.30	\$949.00
07/27/17	Timothy W. Mungovan	207	Receive and review new complaint against Board and Commonwealth and communications with P. Possinger, S. Ratner, K. Perra, and P. Doyle.	0.60	\$438.00
07/27/17	Stephen L. Ratner	207	Review new complaint regarding Resolution 188.	0.10	\$73.00
07/27/17	Peter D. Doyle	207	Review new ERS complaint regarding Resolution 188.	2.90	\$2,117.00
07/28/17	Michael R. Hackett	207	Review and analyze new lawsuit filed by certain ERS bondholders.	1.80	\$1,314.00
07/29/17	Peter D. Doyle	207	Review new court filings and draft discovery responses.	5.30	\$3,869.00
07/31/17	William D. Dalsen	207	Review new complaint.	0.30	\$219.00
07/31/17	Michael R. Hackett	207	Review and analyze bondholder complaint in Court of Federal Claims (1.70); Review and analyze new bondholder complaint against ERS (1.80).	3.50	\$2,555.00
				42.80	\$30,956.00

Stay Matters -- 208

Date	Timekeeper	Task	Description	Hours	Amount
07/01/17	Timothy W. Mungovan	208	Communications with S. Ratner and P. Possinger regarding status of lift-stay motion and communications with AAFAF.	0.30	\$219.00
07/03/17	Timothy W. Mungovan	208	Assess issues regarding status of lift-stay motion and communications with AAFAF.	0.30	\$219.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/13/17	Jessica Z. Greenburg	208	Review ERS Title III briefing regarding automatic stay and related documents and exhibits.	4.20	\$3,066.00
				4.80	\$3,504.00

Adversary Proceeding -- 209

Date	Timekeeper	Task	Description	Hours	Amount
07/14/17	Paul Possinger	209	Attention to litigation schedule and discovery issues.	1.20	\$876.00
07/17/17	Jordan B. Leader	209	Work on discovery for ERS case.	1.20	\$876.00
07/18/17	Kevin J. Perra	209	Work on discovery issues, including review requests.	0.90	\$657.00
07/18/17	Michael R. Hackett	209	Draft affirmative discovery requests (2.20); Correspondence with legal team regarding affirmative discovery requests (0.60).	2.80	\$2,044.00
07/18/17	Steven O. Weise	209	Review discovery requests in ERS matter.	0.40	\$292.00
07/19/17	Kevin J. Perra	209	Review discovery requests and comment on same.	0.80	\$584.00
07/19/17	Michael R. Hackett	209	Draft and revise affirmative discovery requests to ERS bondholders.	5.40	\$3,942.00
07/20/17	Jordan B. Leader	209	Initial review of document requests.	0.30	\$219.00
07/20/17	William D. Dalsen	209	Review draft discovery requests and correspondence with M. Hackett regarding same.	1.30	\$949.00
07/20/17	Jeffrey W. Levitan	209	Review draft document request to bondholders and e-mail M. Hackett regarding comments.	0.40	\$292.00
07/20/17	Jared Zajac	209	Review revised document requests.	0.20	\$146.00
07/20/17	Michael R. Hackett	209	Analysis regarding offensive and defensive discovery.	1.40	\$1,022.00
07/20/17	Peter D. Doyle	209	Communications with T. Mungovan and team regarding complaint and edits to same.	0.60	\$438.00
07/21/17	Michael R. Hackett	209	Analyze options for offensive and defensive discovery.	1.20	\$876.00
07/22/17	Jordan B. Leader	209	Review e-mails regarding document requests.	0.20	\$146.00
07/22/17	Kevin J. Perra	209	Analyze discovery issues.	0.60	\$438.00
07/23/17	Paul Possinger	209	Review document requests in bond lien challenge.	0.80	\$584.00
07/23/17	Timothy W. Mungovan	209	Review draft discovery responses.	0.30	\$219.00
07/24/17	Jared Zajac	209	E-mail with M. Hackett regarding document requests (0.10); Meet with J. Levitan regarding document requests (0.20); Review revised requests (0.20).	0.50	\$365.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/24/17	Jeffrey W. Levitan	209	Review revised document request and e-mails regarding same and conversion issue (0.20); E-mail and teleconference with M. Hackett regarding revisions to document request (0.30); Review revised document request (0.30).	0.80	\$584.00
07/24/17	Michael R. Hackett	209	Finalize and serve discovery requests (4.90); Review and analyze discovery requests from bondholders (2.30).	7.20	\$5,256.00
07/24/17	Kevin J. Perra	209	Review discovery drafts.	1.30	\$949.00
07/24/17	Paul Possinger	209	Final review and transmittal of document requests.	0.70	\$511.00
07/25/17	Jordan B. Leader	209	Review document demands and subpoenas.	0.50	\$365.00
07/25/17	Michael R. Hackett	209	Review and analyze discovery requests from bondholders.	2.80	\$2,044.00
07/25/17	Kevin J. Perra	209	Analyze discovery issues in connection with bondholders discovery requests.	1.30	\$949.00
07/25/17	Jeffrey W. Levitan	209	Review bondholder document request, ERS document request and e-mails regarding same.	0.20	\$146.00
07/25/17	Shealeen E. Schaefer	209	Review first set of requests for production of documents to ERS bondholders.	0.20	\$50.00
07/26/17	Om V. Alladi	209	Draft objections and responses to subpoena for documents.	1.10	\$275.00
07/26/17	Kevin J. Perra	209	Review discovery requests and documents for same (1.70); Communication with team regarding discovery issues (0.70).	2.40	\$1,752.00
07/26/17	Michael R. Hackett	209	Draft objections and responses to discovery requests from bondholders (3.20); Correspondence with legal team regarding objections and responses to discovery requests from bondholders (1.10).	4.40	\$3,212.00
07/26/17	Peter D. Doyle	209	Prepare for and participate in teleconference regarding ERS document production (0.70), Review discovery demands and draft responses (3.40).	4.10	\$2,993.00
07/26/17	Jordan B. Leader	209	Work on responses to document requests.	2.30	\$1,679.00
07/27/17	Jordan B. Leader	209	Prepare for and participate in teleconference with team regarding responses to document demands and begin work on same.	1.20	\$876.00
07/27/17	Kevin J. Perra	209	Work on discovery issues.	1.30	\$949.00
07/27/17	Om V. Alladi	209	Draft objections and responses to subpoena for documents.	4.40	\$1,100.00
07/28/17	Kevin J. Perra	209	Review subpoena responses	1.30	\$949.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/28/17	Michael R. Hackett	209	Review and revise draft objections and responses to discovery requests from bondholders (2.10); Correspondence with legal team regarding objections and responses (0.30).	2.40	\$1,752.00
07/28/17	Jordan B. Leader	209	Work on responses to subpoenas and document requests.	3.70	\$2,701.00
07/30/17	Kevin J. Perra	209	Draft and revise discovery requests.	0.40	\$292.00
07/31/17	Kevin J. Perra	209	Review and revise discovery responses.	1.10	\$803.00
07/31/17	Michael R. Hackett	209	Review, analyze, and revise specific objections to bondholder discovery requests (2.80); Correspondence with legal team regarding specific objections to bondholder discovery requests (0.50); Revise general objections to bondholder discovery requests (1.50).	4.80	\$3,504.00
07/31/17	Jordan B. Leader	209	Work on responses to subpoenas and document requests.	1.80	\$1,314.00
				72.20	\$49,970.00

Analysis and Strategy -- 210

Date	Timekeeper	Task	Description	Hours	Amount
07/01/17	Paul Possinger	210	E-mails with T. Mungovan regarding status of discussions with bondholders on adequate protection.	0.20	\$146.00
07/03/17	Stephen L. Ratner	210	E-mail with S. Weise regarding statutory lien points.	0.20	\$146.00
07/06/17	Paul Possinger	210	E-mail summary to team addressing discussion with J. Cunningham to team.	0.40	\$292.00
07/07/17	Timothy W. Mungovan	210	Communications with P. Doyle, K. Perra, and S. Ratner regarding preparing declaratory judgment action, along with schedule for moving for summary judgment.	0.30	\$219.00
07/07/17	Peter D. Doyle	210	Teleconference with T. Mungovan regarding background documents on ERS.	4.40	\$3,212.00
07/10/17	Jeffrey W. Levitan	210	Conference with P. Possinger regarding status of bondholder discussions relating to ERS stipulation.	0.20	\$146.00
07/10/17	Peter D. Doyle	210	Participate in teleconference with T. Mungovan, P. Possinger, S. Ratner et al. regarding ERS litigation and strategy for same (0.80)	0.80	\$584.00
07/11/17	Jeffrey W. Levitan	210	Teleconference with P. Possinger regarding tracing (0.10); E-mail with T. Mungovan regarding Ernst & Young teleconference (0.10).	0.20	\$146.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/11/17	Timothy W. Mungovan	210	Communications with P. Possinger regarding ERS stipulation with claimholders (0.50); Communications with Ernst & Young, P. Possinger, J. Levitan and S. Ratner regarding ERS stipulation (0.60).	1.10	\$803.00
07/11/17	Peter D. Doyle	210	Prepare for and participate in teleconference with team regarding ERS financial analysis (0.80); Review documents regarding ERS financial analysis in connection with review litigation strategy (7.30).	8.10	\$5,913.00
07/12/17	Jeffrey W. Levitan	210	Teleconference with K. Perra regarding declaratory judgment action (0.10); Conference with P. Possinger regarding tracing, stipulation and drafting complaint (0.10).	0.20	\$146.00
07/12/17	Kevin J. Perra	210	Communications with team regarding ERS declaratory judgment claim.	0.40	\$292.00
07/13/17	Kevin J. Perra	210	Communications with team regarding ERS declaratory judgment action.	0.70	\$511.00
07/14/17	Jeffrey W. Levitan	210	Conference with J. Zajac regarding drafting issues and status (0.20); Teleconference with K. Perra regarding complaint status (0.10); Review P. Possinger's e-mail and litigation schedule (0.10); Review P. Possinger's e-mail and consider need for expert (0.20); Conference with J. Zajac regarding UCC issues (0.20).	0.80	\$584.00
07/14/17	Michael R. Hackett	210	Review joint stipulation (0.30); Correspondence with legal team regarding joint stipulation (0.10).	0.40	\$292.00
07/14/17	Timothy W. Mungovan	210	Communications with P. Possinger and S. Ratner regarding schedule in stipulation and with privilege logs.	0.40	\$292.00
07/15/17	Paul Possinger	210	E-mail with J. Levitan regarding declaratory action.	0.30	\$219.00
07/15/17	Jeffrey W. Levitan	210	E-mails with S. Weise regarding UCC issues in draft complaint.	0.40	\$292.00
07/17/17	Paul Possinger	210	Teleconference with E. Barak regarding ERS stipulation.	0.20	\$146.00
07/17/17	Kevin J. Perra	210	Communications with team members regarding strategy and tasks.	1.30	\$949.00
07/18/17	Jeffrey W. Levitan	210	Teleconference with P. Possinger regarding employee loans.	0.20	\$146.00
07/19/17	Peter D. Doyle	210	Communications with K. Perra and W. Dalsen regarding litigation strategy.	0.90	\$657.00
07/20/17	Jared Zajac	210	E-mails with P. Possinger regarding complaint.	0.20	\$146.00
07/20/17	Stephen L. Ratner	210	Teleconferences and e-mail with T. Mungovan and team regarding ERS action filed in Court of Federal Claims.	0.30	\$219.00

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Date	Timekeeper	Task	Description	Hours	Amount
07/25/17	Michael R. Hackett	210	Correspondence with legal team regarding service of complaint and summonses.	0.80	\$584.00
07/25/17	Peter D. Doyle	210	Review new court filings and discovery demands.	3.20	\$2,336.00
07/25/17	Timothy W. Mungovan	210	Review discovery requests of bondholders and communications with P. Possinger and ERS team regarding same (0.50); Communications with P. Possinger regarding acceptance of service of process (0.20).	0.70	\$511.00
07/27/17	Stephen L. Ratner	210	Teleconferences and e-mail with T. Mungovan regarding discovery and procedural matters.	0.10	\$73.00
07/31/17	Timothy W. Mungovan	210	Communications with M. Hackett regarding new complaint filed by ERS claimholders and draft responses to discovery requests.	0.40	\$292.00
07/31/17	Peter D. Doyle	210	Review documents regarding ERS matters (1.10); Teleconference with T. Mungovan et al. regarding strategy update (0.30).	1.40	\$1,022.00
				29.20	\$21,316.00

General Administration -- 212

Date	Timekeeper	Task	Description	Hours	Amount
07/26/17	Shealeen E. Schaefer	212	Review docket regarding upcoming deadlines per T. Mungovan.	0.30	\$75.00
				0.30	\$75.00

Labor, Pension Matters -- 213

Date	Timekeeper	Task	Description	Hours	Amount
07/13/17	Paul Possinger	213	Teleconference with AAFAF regarding pension reform and ERS asset status (1.00); Follow-up teleconference with P. Hamburger regarding pension reform and ERS asset status (0.40); E-mail summary of pension reform and ERS asset status to McKinsey (0.60).	2.00	\$1,460.00
07/13/17	Paul M. Hamburger	213	Analyze ERS stipulation, implications for funding and assets to be used in support of stipulation and analyze e-mails from various parties (0.20); Participate in teleconference regarding ERS funds and segregating assets for bondholders (1.00); Follow-up discussion with P. Possinger regarding same (0.40).	1.60	\$1,168.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD
MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
07/19/17	Jeffrey W. Levitan	213	Teleconference with P. Possinger, P. Hamburger, W. Fornia regarding employee contributions in connection with complaint.	0.40	\$292.00
				4.00	\$2,920.00
Total for Professional Services					\$303,870.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Timekeeper Summary

Timekeeper	Status	Hours	Rate	Value
JEFFREY W. LEVITAN	PARTNER	24.40	730.00	\$17,812.00
KEVIN J. PERRA	PARTNER	32.40	730.00	\$23,652.00
MARTIN J. BIENENSTOCK	PARTNER	8.00	730.00	\$5,840.00
PAUL POSSINGER	PARTNER	55.50	730.00	\$40,515.00
PAUL M. HAMBURGER	PARTNER	2.50	730.00	\$1,825.00
PETER D. DOYLE	PARTNER	89.70	730.00	\$65,481.00
RALPH C. FERRARA	PARTNER	0.30	730.00	\$219.00
STEPHEN L. RATNER	PARTNER	8.50	730.00	\$6,205.00
STEVEN O. WEISE	PARTNER	36.60	730.00	\$26,718.00
TIMOTHY W. MUNGOVAN	PARTNER	10.60	730.00	\$7,738.00
Total for PARTNER		268.50		\$196,005.00
CHANTEL L. FEBUS	SENIOR COUNSEL	1.00	730.00	\$730.00
JORDAN B. LEADER	SENIOR COUNSEL	11.20	730.00	\$8,176.00
Total for SENIOR COUNSEL		12.20		\$8,906.00
JARED ZAJAC	ASSOCIATE	44.90	730.00	\$32,777.00
JERAMY WEBB	ASSOCIATE	3.40	730.00	\$2,482.00
JESSICA Z. GREENBURG	ASSOCIATE	8.70	730.00	\$6,351.00
JOSHUA A. ESSES	ASSOCIATE	0.90	730.00	\$657.00
MICHAEL R. HACKETT	ASSOCIATE	69.80	730.00	\$50,954.00
VINCENT INDELICATO	ASSOCIATE	2.60	730.00	\$1,898.00
WILLIAM D. DALSEN	ASSOCIATE	3.00	730.00	\$2,190.00
Total for ASSOCIATE		133.30		\$97,309.00
SHEALEEN E. SCHAEFER	LEGAL ASSISTANT	1.10	250.00	\$275.00
Total for LEGAL ASSISTANT		1.10		\$275.00
OM V. ALLADI	LAW CLERK	5.50	250.00	\$1,375.00
Total for LAW CLERK		5.50		\$1,375.00
Total		420.60		\$303,870.00

For Charges and Disbursements

Date	Timekeeper	Type	Description	Amount
07/13/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$2.25
07/14/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$2.55
07/14/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$2.40
07/14/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$2.40
07/14/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$2.40
07/17/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$1.20
07/17/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$2.40
07/17/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.15
07/17/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.15

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

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Date	Timekeeper	Type	Description	Amount
07/17/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$2.55
07/17/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$3.00
07/17/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$3.00
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.30
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.60
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.60
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.60
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.90
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.60
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$1.20
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.60
07/18/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.60
07/19/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.90
07/19/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.60
07/19/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$4.20
07/19/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.15
07/19/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$17.25
07/19/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$0.15
07/26/2017	Niurka Padilla	REPRODUCTION	REPRODUCTION	\$4.80
07/26/2017	Niurka Padilla	REPRODUCTION	REPRODUCTION	\$6.00
07/26/2017	Niurka Padilla	REPRODUCTION	REPRODUCTION	\$6.00
07/26/2017	Niurka Padilla	REPRODUCTION	REPRODUCTION	\$6.00
07/27/2017	Laurie C. Parkinson	REPRODUCTION	REPRODUCTION	\$11.70
07/28/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$13.05
07/31/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.60
07/31/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.60
07/31/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.60
07/31/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.60
07/31/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$3.00
07/31/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$2.70
Total for REPRODUCTION				\$109.35

Date	Timekeeper	Type	Description	Amount
07/12/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 0:28:35 Searches - 0 Shepards and Autocite - 1 Lexsees and Lexstat - 5	\$127.75
07/13/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 1:26:37 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 6	\$144.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Type	Description	Amount
07/21/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 0:45:01 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 3	\$87.00
			Total for LEXIS	\$358.75

Date	Timekeeper	Type	Description	Amount
07/06/2017	William D. Dalsen	OTHER DATABASE RESEARCH	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER PACER SERVICE CENTER; ACCOUNT NUMBER 2860710 - USAGE FOR THE PERIOD 04/01/17 TO 06/30/2017.	\$19.00
			Total for OTHER DATABASE RESEARCH	\$19.00

Charges and Disbursements Summary

Type of Disbursements	Amount
REPRODUCTION	109.35
LEXIS	358.75
OTHER DATABASE RESEARCH	19.00
Total Expenses	\$487.10
Total Amount for this Matter	\$304,357.10

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

(Jointly Administered)

Debtors.¹

-----X

-----X

IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO FOURTH MONTHLY FEE APPLICATION
OF PROSKAUER ROSE LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES RETIREMENT SYSTEM
("ERS") FOR THE PERIOD AUGUST 1, 2017 THROUGH AUGUST 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:	<u>Proskauer Rose LLP ("Proskauer")</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement is sought:	<u>August 1, 2017 through August 31, 2017</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$365,527.00</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$2,584.95</u>
Total Amount for this Invoice:	<u>\$368,111.95</u>

This is a: X monthly ___ interim ___ final application.

This is Proskauer's fourth monthly fee application in these cases.

On September 21, 2017 Sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.,
Suzanne Uhland, Esq.,
Diana M. Perez, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of Puerto Rico,
Edificio Ochoa, 500 Tanca
Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Battle-Barasorda, Esq.
Alberto J. E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Ave.
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.
and
Bennazar, Garcia & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
Avenida Ponce de Leon #416
Hato Rey, San Juan
Puerto Rico 00918
Attn.: A.J. Bennazar-Zequiera

Summary of Legal Fees for the Period August 1, 2017 through August 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.30	\$219.00
202	Legal Research	74.40	\$54,312.00
203	Hearings and other non-filed communications with the Court	20.60	\$13,694.00
204	Communications with Claimholders	28.60	\$20,878.00
205	Communications with the Commonwealth and its Representatives of the Commonwealth or its Instrumentalities	7.80	\$5,694.00
206	Documents Filed on Behalf of the Board	183.10	\$131,647.00
207	Non-Board Court Filings	58.80	\$42,924.00
209	Adversary Proceeding	94.10	\$68,693.00
210	Analysis and Strategy	31.30	\$22,849.00
212	General Administration	17.70	\$4,617.00
Total		516.70	\$365,527.00

Summary of Legal Fees for the Period August 1, 2017 through August 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeffrey W. Levitan	Partner	BSGR & B	\$730.00	1.60	\$1,168.00
Kevin J. Perra	Partner	Litigation	\$730.00	37.70	\$27,521.00
Michael A. Firestein	Partner	Litigation	\$730.00	66.70	\$48,691.00
Paul Possinger	Partner	BSGR & B	\$730.00	75.20	\$54,896.00
Peter D. Doyle	Partner	Litigation	\$730.00	28.50	\$20,805.00
Stephen L. Ratner	Partner	Litigation	\$730.00	81.40	\$59,422.00
Steven O. Weise	Partner	BSGR & B	\$730.00	33.40	\$24,382.00
Timothy W. Mungovan	Partner	Litigation	\$730.00	108.00	\$78,840.00
Jordan B. Leader	Senior Counsel	Litigation	\$730.00	43.30	\$31,609.00
Alexandra V. Bargoot	Associate	Litigation	\$730.00	73.60	\$53,728.00
Ehud Barak	Associate	BSGR & B	\$730.00	104.70	\$76,431.00
Jared Zajac	Associate	BSGR & B	\$730.00	6.50	\$4,745.00
Jeremy Webb	Associate	BSGR & B	\$730.00	53.70	\$39,201.00
Maja Zerjal	Associate	BSGR & B	\$730.00	150.30	\$109,719.00
Michael R. Hackett	Associate	Litigation	\$730.00	5.60	\$4,088.00
Vincent Indelicato	Associate	BSGR & B	\$730.00	4.40	\$3,212.00
William D. Dalsen	Associate	Litigation	\$730.00	27.80	\$20,294.00
Total				492.40	\$359,452.00

Law Clerk	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Om V. Alladi	Law Clerk	Litigation	\$250.00	4.40	\$1,100.00
Total				4.40	\$1,100.00

Summary of Legal Fees for the Period August 1, 2017 through August 31, 2017

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Casey Quinn	Legal Assistant	BSGR & B	\$250.00	2.80	\$700.00
David C. Cooper	Legal Assistant	Corporate	\$250.00	1.90	\$475.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$250.00	13.20	\$3,300.00
Magali Giddens	Legal Assistant	BSGR & B	\$250.00	1.80	\$450.00
Shealeen E. Schaefer	Legal Assistant	Labor & Employment	\$250.00	0.20	\$50.00
Total				19.90	\$4,975.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 516.70	<u>Fees</u> \$365,527.00
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Summary of Disbursements for the Period August 1, 2017 through August 31, 2017

EXPENSE CATEGORY	AMOUNTS
Reproduction	\$329.70
Lexis	\$882.75
Westlaw	\$1,365.00
Messenger/Delivery	\$7.50
Total	\$2,584.95

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$328,974.30 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$2,584.95) in the total amount of \$331,559.25.

Exhibit A

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Invoice 170126120

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 1

Summary of Time Billed by Task		Hours	Value
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.30	\$219.00
202	Legal Research	74.40	\$54,312.00
203	Hearings and other non-filed communications with the Court	20.60	\$13,694.00
204	Communications with Claimholders	28.60	\$20,878.00
205	Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	7.80	\$5,694.00
206	Documents Filed on Behalf of the Board	183.10	\$131,647.00
207	Non-Board Court Filings	58.80	\$42,924.00
209	Adversary Proceeding	94.10	\$68,693.00
210	Analysis and Strategy	31.30	\$22,849.00
212	General Administration	17.70	\$4,617.00
Total		516.70	\$365,527.00

Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants -- 201

Date	Timekeeper	Task	Description	Hours	Amount
08/24/17	Timothy W. Mungovan	201	Teleconference with M. Luskin regarding status of litigation involving ERS.	0.20	\$146.00
08/29/17	Jeramy Webb	201	Review e-mails and related materials from O'Neill regarding UCC filings.	0.10	\$73.00
Tasks relating to the Board and Associated Members				0.30	\$219.00

Legal Research -- 202

Date	Timekeeper	Task	Description	Hours	Amount
08/01/17	Alexandra V. Bargoot	202	Research in preparation for 26(f) conference.	1.40	\$1,022.00
08/03/17	Alexandra V. Bargoot	202	Continue research on checklist for 26(f) conference (1.80); Draft list of topics to review with client prior to conference (1.10).	2.90	\$2,117.00
08/03/17	William D. Dalsen	202	Legal research regarding Court of Claims case (0.60); Correspondence with team regarding same (0.20).	0.80	\$584.00
08/07/17	Michael R. Hackett	202	Review and analyze objections of ERS, AAFAF, Commonwealth, and Board (1.30); Research regarding discovery issues (2.70); Attention to discovery issues (2.90).	6.90	\$5,037.00
08/09/17	Alexandra V. Bargoot	202	Research case law regarding relevant PROMESA issues.	5.20	\$3,796.00
08/10/17	Alexandra V. Bargoot	202	Research regarding PROMESA issues.	5.60	\$4,088.00
08/10/17	Jeffrey W. Levitan	202	Teleconference regarding research issues, response to counterclaims (0.20); Conference with M. Hackett regarding Altair declaratory judgment action (0.10).	0.30	\$219.00
08/10/17	William D. Dalsen	202	Review legal research results and cases from A. Bargoot.	3.00	\$2,190.00
08/11/17	Alexandra V. Bargoot	202	Research procedural issues.	3.90	\$2,847.00
08/11/17	Steven O. Weise	202	Prepare analysis of UCC issues in answer and counterclaim.	2.30	\$1,679.00
08/13/17	Kevin J. Perra	202	Research regarding discovery issues.	0.40	\$292.00
08/15/17	Steven O. Weise	202	Prepare analysis of bondholder answer and counterclaim.	3.90	\$2,847.00
08/15/17	Alexandra V. Bargoot	202	Research allegations addressing Board's status (2.80); Analyze findings and draft memorandum of same for W. Dalsen and M. Hackett (6.30).	9.10	\$6,643.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
08/16/17	Alexandra V. Bargoot	202	Draft memorandum regarding research regarding allegations regarding Board status.	2.90	\$2,117.00
08/16/17	Jared Zajac	202	Research enabling act regarding obligations.	0.40	\$292.00
08/16/17	Steven O. Weise	202	Review UCC issues regarding answer and counterclaim.	3.90	\$2,847.00
08/16/17	Kevin J. Perra	202	Research discovery issues.	0.70	\$511.00
08/17/17	William D. Dalsen	202	Review research memorandum on Altair complaint (0.80); Correspondence regarding same (0.10).	0.90	\$657.00
08/23/17	Alexandra V. Bargoot	202	Draft memorandum regarding allegations addressing Board's status in Altair complaint.	5.30	\$3,869.00
08/27/17	Steven O. Weise	202	Review issues concerning UCC security.	3.40	\$2,482.00
08/28/17	Steven O. Weise	202	Review UCC issues regarding security interest.	3.40	\$2,482.00
08/29/17	Steven O. Weise	202	Review documents regarding debtor to address UCC issues.	1.90	\$1,387.00
08/30/17	Michael R. Hackett	202	Research regarding opposing or quashing subpoenas.	1.20	\$876.00
08/31/17	Michael R. Hackett	202	Research regarding objecting to or quashing Board subpoena.	2.40	\$1,752.00
08/31/17	Steven O. Weise	202	Review UCC perfection issues.	2.30	\$1,679.00
Legal Research				74.40	\$54,312.00

Hearings and other non-filed communications with the Court -- 203

Date	Timekeeper	Task	Description	Hours	Amount
08/17/17	Timothy W. Mungovan	203	Communications with S. Ratner regarding hearing on motion to compel.	0.20	\$146.00
08/19/17	Stephen L. Ratner	203	Review materials regarding discovery hearing (0.30); E-mail with T. Mungovan regarding same (0.10).	0.40	\$292.00
08/22/17	Casey Quinn	203	Prepare and delivery documents to Judge Swain.	2.80	\$700.00
08/25/17	Peter D. Doyle	203	Prepare for Court hearing regarding motion to compel.	2.70	\$1,971.00
08/27/17	Timothy W. Mungovan	203	Communications with P. Doyle regarding hearing on motion to compel.	0.20	\$146.00
08/27/17	Michael R. Hackett	203	Prepare for hearing on motion to compel.	1.90	\$1,387.00
08/28/17	Michael R. Hackett	203	Prepare for hearing on motion to compel (2.00); Correspondence with legal team regarding motion to compel hearing (1.20); Review and analyze correspondence regarding discovery issues (2.40); Review and analyze correspondence regarding hearing and cancellation of hearing (0.80).	6.40	\$4,672.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
08/28/17	Peter D. Doyle	203	Prepare and finalize application for admission pro hac vice to USDC for District of Puerto Rico (0.20); Communications with L. Silvestro regarding same (0.10); Prepare for Court hearing on Defendants' motion to compel (3.10); Analyze discovery plan and strategy (2.60).	6.00	\$4,380.00
Hearings and other non-filed communications with the Court				20.60	\$13,694.00

Communications with Claimholders -- 204

Date	Timekeeper	Task	Description	Hours	Amount
08/03/17	William D. Dalsen	204	Participate in call with counsel to unsecured creditors' committee regarding Altair litigation.	1.30	\$949.00
08/04/17	Paul Possinger	204	E-mails with bondholders and litigation team regarding Takings argument.	0.50	\$365.00
08/06/17	Jordan B. Leader	204	Review letter from opposing counsel regarding discovery.	0.40	\$292.00
08/07/17	Michael R. Hackett	204	Review and analyze response letter from bondholders.	1.40	\$1,022.00
08/08/17	William D. Dalsen	204	Meet and confer with opposing counsel regarding discovery requests in ERS-filed declaratory judgement action (1.30); Participate in call on extension of time for Altair litigations (0.80).	2.10	\$1,533.00
08/08/17	Jordan B. Leader	204	Participate in discovery meet and confer with bondholders' counsel (1.30); Prepare for same (0.90); E-mails and discussions regarding same (0.40).	2.40	\$1,752.00
08/10/17	Peter D. Doyle	204	Teleconference with Jones Day regarding discovery issues.	0.60	\$438.00
08/11/17	William D. Dalsen	204	Review draft correspondence to opposing counsel regarding Altair discovery matters.	0.40	\$292.00
08/14/17	Ehud Barak	204	Call with ERS creditor.	0.30	\$219.00
08/15/17	Michael R. Hackett	204	Review and analyze correspondence from bondholders regarding discovery (1.90); Correspondence with legal team regarding bondholders' discovery correspondence (0.40).	2.30	\$1,679.00
08/15/17	Jordan B. Leader	204	Review bondholder response to discovery letter (0.20); E-mails regarding same (0.30).	0.50	\$365.00
08/16/17	Michael R. Hackett	204	Correspondence with legal team and bondholders regarding discovery issues and motion to compel.	2.40	\$1,752.00

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Invoice 170126120

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
08/16/17	Timothy W. Mungovan	204	Review communications from bondholders regarding discovery concerns (0.30); Follow-up communications with K. Perra, S. Ratner, and M. Hackett regarding same (0.30).	0.60	\$438.00
08/16/17	William D. Dalsen	204	Review correspondence from opposing counsel regarding motion to compel.	0.30	\$219.00
08/17/17	Timothy W. Mungovan	204	Communications with M. Hackett and counsel for Retiree Committee regarding discovery issues.	0.30	\$219.00
08/18/17	Michael R. Hackett	204	Attention to correspondence with bondholders regarding motion to compel.	1.90	\$1,387.00
08/24/17	Peter D. Doyle	204	Negotiations on discovery disputes (2.20); Update call with T. Mungovan and S. Ratner addressing same (0.70).	2.90	\$2,117.00
08/24/17	Michael R. Hackett	204	Draft and review correspondence regarding meet and confer process.	2.10	\$1,533.00
08/25/17	Michael R. Hackett	204	Continued attention to meet and confer regarding discovery issues.	1.40	\$1,022.00
08/25/17	Peter D. Doyle	204	Negotiations and communications regarding motion to compel.	2.20	\$1,606.00
08/27/17	Kevin J. Perra	204	Review communications from team and adversary.	0.40	\$292.00
08/29/17	Peter D. Doyle	204	Communications and negotiations regarding defendants' motion to compel (1.60); Communications with K. Hackett regarding same (0.30).	1.90	\$1,387.00
Communications with Claimholders				28.60	\$20,878.00

Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities -- 205

Date	Timekeeper	Task	Description	Hours	Amount
08/03/17	William D. Dalsen	205	Participate in call with counsel to Commonwealth regarding Altair complaints and potential responses.	0.90	\$657.00
08/04/17	Timothy W. Mungovan	205	Communications with P. Possinger, S. Ratner, and O'Melveny regarding demand of claimholders for meet and confer regarding documents.	0.60	\$438.00
08/07/17	William D. Dalsen	205	Discovery call with O'Melveny ahead of meet and confer with opposing counsel.	0.80	\$584.00
08/08/17	William D. Dalsen	205	Correspondence with counsel to Commonwealth regarding discovery matters.	0.40	\$292.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/10/17	William D. Dalsen	205	Review proposed discovery letter from co-counsel to counsel to Altair and correspondence with team regarding same.	0.80	\$584.00
08/11/17	Peter D. Doyle	205	Comment on O'Melveny draft letter to Jones Day regarding discovery disputes and open issues (1.40); Communications with W. Dalsen regarding same (0.40).	1.80	\$1,314.00
08/18/17	Stephen L. Ratner	205	E-mail with T. Mungovan, O'Melveny regarding discovery motion.	0.20	\$146.00
08/22/17	Stephen L. Ratner	205	E-mail with P. Possinger, M. Hackett and O'Melveny regarding urgent motion, scheduling and reply to counterclaims (0.20); Review same (0.20).	0.40	\$292.00
08/25/17	Paul Possinger	205	Call with AAFAF regarding challenges to bondholder claims.	0.50	\$365.00
08/25/17	William D. Dalsen	205	Call with Commonwealth counsel regarding motion to dismiss and next steps.	0.40	\$292.00
08/30/17	William D. Dalsen	205	Call with O'Melveny offensive and defensive notices of deposition and next steps (0.80); Correspondence with O'Melveny regarding deposition timing matters and translation issues (0.20).	1.00	\$730.00
Communications with the Commonwealth and its Representatives				7.80	\$5,694.00

Documents Filed on Behalf of the Board -- 206

Date	Timekeeper	Task	Description	Hours	Amount
08/01/17	Kevin J. Perra	206	Prepare discovery responses.	0.90	\$657.00
08/04/17	Kevin J. Perra	206	Analyze responses to various complaints (1.20); Review documents for same (0.50).	1.70	\$1,241.00
08/08/17	Paul Possinger	206	Review FAQs in advance of ERS notice of commencement (0.60); Related e-mails (0.70).	1.30	\$949.00
08/12/17	Steven O. Weise	206	Prepare comments on answer and counterclaim.	4.40	\$3,212.00
08/13/17	Steven O. Weise	206	Prepare analysis of UCC issues in answer and counterclaim.	4.40	\$3,212.00
08/14/17	Steven O. Weise	206	Prepare analysis of bondholder answer and counterclaim.	4.60	\$3,358.00
08/14/17	William D. Dalsen	206	Continue drafting motion to dismiss outline (5.60); Call with M. Hackett regarding same (0.20).	5.80	\$4,234.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/14/17	Jared Zajac	206	Draft response to counterclaims (5.60); Review prior pleadings regarding statements (1.80); E-mail with E. Barak regarding same (0.10); E-mail with M. Hackett regarding same (0.10).	7.60	\$5,548.00
08/14/17	Michael R. Hackett	206	Attention to answer to bondholders' counterclaim (3.30); Research regarding bondholders' counterclaim (1.60); Attention to outline for motion to dismiss (3.40);	8.30	\$6,059.00
08/15/17	Michael R. Hackett	206	Review and revise motion to dismiss outline (3.10); Correspondence with legal team regarding same (0.80); Continue to draft and revise answer to bondholders' counterclaim (3.20); Research regarding bondholders' counterclaim (2.30); Correspondence with legal team regarding bondholders' counterclaim (0.90).	10.30	\$7,519.00
08/15/17	Jared Zajac	206	Review and revise answer responses (1.20); E-mail with M. Hackett regarding same (0.10); Draft counterclaim count responses (2.00).	3.30	\$2,409.00
08/15/17	William D. Dalsen	206	Continue drafting motion to dismiss outline (1.20); Call with M. Hackett regarding same (0.20).	1.40	\$1,022.00
08/15/17	Jeffrey W. Levitan	206	Conference with J. Zajac regarding outline of motion to dismiss (0.10); Review S. Weise e-mail regarding declaratory judgment response (0.20); Review note comments on outline of Altair motion to dismiss (0.40).	0.70	\$511.00
08/16/17	Jeffrey W. Levitan	206	E-mail with W. Dalsen regarding outline for motion to dismiss (0.10); Prepare list of comments to outline (0.50); Conference with J. Zajac regarding comments to outline (0.40); Research regarding security interest in rights (0.60); Outline arguments against lien rights (0.30) Research and analysis of 552 issues (0.70); Conference with J. Zajac regarding revisions to outline (0.10).	2.70	\$1,971.00
08/16/17	Jared Zajac	206	Meetings with J. Levitan regarding counterclaims and bondholders complaint (0.90); Review and analyze motion to dismiss outline (0.50); Call with W. Dalsen regarding outline (0.40).	1.80	\$1,314.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/16/17	Michael R. Hackett	206	Continue to review and revise answer to bondholders' counterclaim (3.10); Research regarding counterclaim (1.40); Research regarding affirmative defenses (1.10); Correspondence with legal team regarding bondholders' counterclaim (0.70).	6.30	\$4,599.00
08/16/17	Kevin J. Perra	206	Review motion to compel (0.50); Revise response (0.50).	1.00	\$730.00
08/16/17	William D. Dalsen	206	Call with J. Zajac regarding motion to dismiss outline (0.90); Revise motion to dismiss outline (1.60); Correspondence with M. Hackett regarding same (0.10).	2.60	\$1,898.00
08/17/17	Timothy W. Mungovan	206	Review response to urgent motion of bondholders for hearing (0.20); Work on response to counterclaim (0.20); Communications with M. Hackett, J. Levitan, and S. Weise regarding same (0.10);	0.50	\$365.00
08/17/17	Jordan B. Leader	206	Review and comment on response to urgent motion (0.80); Numerous e-mails regarding response to motion to compel (0.40); E-mails concerning answer to counterclaims (0.40).	1.60	\$1,168.00
08/17/17	Paul Possinger	206	Review urgent motion regarding discovery (0.30); Review response to motion to compel (0.30); Review answers and affirmative defenses to counterclaims (1.30).	1.90	\$1,387.00
08/17/17	Michael R. Hackett	206	Review and analyze motion to compel (1.90); Factual and legal research regarding motion to compel (2.80); Begin to draft opposition to motion to compel (1.40); Correspondence with legal team regarding motion to compel (0.90).	7.00	\$5,110.00
08/17/17	Jared Zajac	206	E-mail with S. Weise regarding UCC matters (0.10); Review S. Weise UCC summary (0.20); Teleconference with P. Possinger regarding answer (0.30); E-mails with M. Hackett regarding same (0.40); Review answer (0.50); E-mails with P. Possinger regarding same (0.20).	1.70	\$1,241.00
08/17/17	Kevin J. Perra	206	Draft answers to counterclaims (1.40); Draft opposition to motion to compel (0.50).	1.90	\$1,387.00
08/17/17	Om V. Alladi	206	Draft answer to counterclaims.	2.30	\$575.00
08/17/17	Stephen L. Ratner	206	Review bondholder discovery motion and draft response (0.90); E-mail with J. Leader, K. Perra, O'Melveny regarding same (0.40).	1.30	\$949.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/17/17	William D. Dalsen	206	Work on revised motion to dismiss outline (0.80); Call with M. Hackett regarding motion to compel response (0.60).	1.40	\$1,022.00
08/18/17	William D. Dalsen	206	Correspondence with team regarding motion to dismiss outline and next steps (0.20); Call with J. Zajac regarding motion to dismiss outline (0.30); Call with M. Hackett regarding motion to dismiss outline (0.20).	0.70	\$511.00
08/18/17	Timothy W. Mungovan	206	Work on issues relating to answer to bondholders' counterclaim (0.10); Communications with M. Hackett and M. Bienenstock (0.10).	0.20	\$146.00
08/18/17	Alexandra V. Bargoot	206	Correspond with M. Hackett regarding complaint answer.	0.30	\$219.00
08/18/17	Jared Zajac	206	E-mails with W. Dalsen regarding motion to dismiss (0.20); Meeting with J. Levitan regarding same (0.40); Teleconference with W. Dalsen regarding same (0.40); Review and analyze bondholder complaint (1.40).	2.40	\$1,752.00
08/18/17	Michael R. Hackett	206	Continue to review and revise answer to bondholders' counterclaim (2.10); Correspondence with legal team regarding answer (0.80).	2.90	\$2,117.00
08/18/17	Jeffrey W. Levitan	206	Conference with J. Zajac regarding answer to counterclaims, motion to dismiss.	0.30	\$219.00
08/18/17	Paul Possinger	206	Review updated answers to counterclaim (0.60); Review schedule for motion to extend answer date, related e-mails (0.30).	0.90	\$657.00
08/18/17	Jordan B. Leader	206	E-mails regarding response to urgent motion (0.60); Numerous e-mails regarding response to motion to compel (0.20); E-mails concerning answer to counterclaims (0.40).	1.20	\$876.00
08/18/17	Kevin J. Perra	206	Draft answers and affirmative defenses.	0.70	\$511.00
08/19/17	Kevin J. Perra	206	Review response to bondholder counterclaims.	0.90	\$657.00
08/19/17	Michael R. Hackett	206	Draft sections for opposition to motion to compel (1.90); Correspondence with legal team regarding opposition (0.40).	2.30	\$1,679.00
08/20/17	Michael R. Hackett	206	Review proposed changes to answer to bondholders' counterclaim (1.40); Continue to draft and revise answer to bondholders' counterclaim (2.40).	3.80	\$2,774.00
08/20/17	Kevin J. Perra	206	Revise answer response to bondholder counterclaims.	0.90	\$657.00
08/20/17	Alexandra V. Bargoot	206	Make edits to answer per comments circulated by M. Hackett.	1.90	\$1,387.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/20/17	Jared Zajac	206	E-mails with M. Hackett and P. Possinger regarding counterclaim response.	0.30	\$219.00
08/20/17	Stephen L. Ratner	206	E-mail with J. Alonzo, P. Possinger, M. Hackett, K. Perra regarding response to counterclaims (0.20); Review materials regarding same (0.20).	0.40	\$292.00
08/20/17	Jordan B. Leader	206	E-mails regarding answer to counterclaims.	0.30	\$219.00
08/21/17	Michael R. Hackett	206	Draft urgent motion regarding response to complaint (5.90); Correspondence with legal team regarding urgent motion (1.40); Continue to draft and revise answer to bondholders' counterclaim (3.10).	10.40	\$7,592.00
08/21/17	William D. Dalsen	206	Review draft protective order for Altair matter (0.80); Correspondence with team regarding same (0.40).	1.20	\$876.00
08/21/17	Lawrence T. Silvestro	206	Review defendant's motion for order to extend time to respond to complaint.	1.00	\$250.00
08/21/17	Paul Possinger	206	Review motion to extend answer date in ERS case.	0.50	\$365.00
08/21/17	Kevin J. Perra	206	Draft opposition to motion to compel (1.10); Review documents for same (0.50); Communications with team regarding same (0.30); Analysis of discovery issues (0.50); Draft protective order (0.50).	2.90	\$2,117.00
08/21/17	Alexandra V. Bargoot	206	Edit answer.	2.20	\$1,606.00
08/22/17	Kevin J. Perra	206	Work on response to counterclaim complaint (1.10); Work on opposition to motion to compel (0.90); Communications with team regarding same (0.30); Outline issues for motion practice (1.10).	3.40	\$2,482.00
08/22/17	Paul Possinger	206	Review final version of answer to bondholder counterclaims.	1.00	\$730.00
08/22/17	Michael R. Hackett	206	Continue to draft and review answer to counterclaim (4.20); Correspondence with legal team regarding answer (1.40); Coordinate finalization and filing of answer to counterclaim (1.80).	7.40	\$5,402.00
08/22/17	Alexandra V. Bargoot	206	Revise answer to reflect comments of O'Melveny and team (5.30); Revise draft answers to motion to compel (3.90).	9.20	\$6,716.00
08/22/17	Jordan B. Leader	206	Review and comment on draft opposition brief.	0.50	\$365.00
08/22/17	Peter D. Doyle	206	Review outline of motion to dismiss arguments (2.70); Outline arguments for opposition to motion to compel (1.60).	4.30	\$3,139.00
08/22/17	Jared Zajac	206	Review and revise answer.	0.60	\$438.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/23/17	Peter D. Doyle	206	Revise opposition to motion to compel (1.10); Communications with team regarding same (0.60).	1.70	\$1,241.00
08/23/17	William D. Dalsen	206	Revise opposition to motion to compel and correspondence with team regarding same (3.50); Call with J. Leader regarding opposition to Altair motion to dismiss (0.30).	3.80	\$2,774.00
08/24/17	Peter D. Doyle	206	Revise opposition to motion to compel.	1.70	\$1,241.00
08/24/17	Jordan B. Leader	206	Work on response to motion to compel and e-mails.	1.10	\$803.00
08/24/17	Michael R. Hackett	206	Continue to review and revise opposition to motion to compel.	2.10	\$1,533.00
08/25/17	Michael R. Hackett	206	Draft informative motion regarding hearing on motion to compel (1.60); Review and revise portions of opposition to motion to compel (0.40); Attention to protective order (1.10).	3.10	\$2,263.00
08/26/17	Michael R. Hackett	206	Review and analyze draft stipulation regarding discovery issues (1.30); Correspondence with legal team regarding same (0.30); Revise stipulation and correspondence regarding same (1.40).	3.00	\$2,190.00
08/26/17	Paul Possinger	206	Review discovery e-mails and proposed stipulation resolving motion to compel, related e-mails.	0.90	\$657.00
08/27/17	Michael R. Hackett	206	Review and analyze revised stipulation (1.10); Correspondence with legal team regarding stipulation (0.80); Revise stipulation (0.40).	2.30	\$1,679.00
08/29/17	William D. Dalsen	206	Review edits to proposed protective order and correspondence with team regarding same.	0.90	\$657.00
08/30/17	William D. Dalsen	206	Review draft notice of deposition to defendants in Altair proceeding (0.40); Correspondence with team regarding notice of deposition and next steps (0.20).	0.60	\$438.00
08/30/17	Om V. Alladi	206	Draft notice of subpoena.	0.90	\$225.00
08/30/17	Michael R. Hackett	206	Draft 30(b)(6) deposition notices for bondholders (3.40); Correspondence with legal team regarding notices (0.50).	3.90	\$2,847.00
08/31/17	William D. Dalsen	206	Review draft notice of deposition for Altair litigation (0.30); Correspondence with team regarding same (0.10).	0.40	\$292.00
08/31/17	Michael R. Hackett	206	Review and revise deposition notices on bondholders (2.60); Correspondence with legal team regarding notices (0.40).	3.00	\$2,190.00
Documents Filed on Behalf of the Board				183.10	\$131,647.00

Non-Board Court Filings -- 207

Date	Timekeeper	Task	Description	Hours	Amount
08/01/17	Michael R. Hackett	207	Review and analyze new complaint regarding Joint Resolution 188.	1.90	\$1,387.00
08/02/17	William D. Dalsen	207	Review Altair adversary complaint, Court of Federal Claims complaint and correspondence with team regarding same.	2.40	\$1,752.00
08/02/17	Kevin J. Perra	207	Review ERS cases.	0.70	\$511.00
08/03/17	Kevin J. Perra	207	Analyze multiple complaints.	1.20	\$876.00
08/03/17	Timothy W. Mungovan	207	Review plaintiffs' responses and objections to defendants' document requests (0.20); Review Commonwealth's responses and objections to claimants' subpoena (0.10).	0.30	\$219.00
08/03/17	Jordan B. Leader	207	Review opposing parties' responses to document requests.	0.80	\$584.00
08/03/17	Paul Possinger	207	Review bondholder responses to discovery (0.30); Review new bondholder complaint (0.50); Teleconference with AAFAF regarding same (0.80); E-mail with bondholders regarding response deadline (0.30).	1.90	\$1,387.00
08/08/17	Paul Possinger	207	Review discrimination motion.	1.20	\$876.00
08/08/17	Kevin J. Perra	207	Review answers and counterclaims filed by bondholders/insurers.	1.90	\$1,387.00
08/08/17	Jeffrey W. Levitan	207	E-mail with M. Hackett and S. Weise regarding answer to declaratory judgment (0.10); Review answer (0.30).	0.40	\$292.00
08/08/17	Jordan B. Leader	207	Review answer/counterclaim.	0.60	\$438.00
08/08/17	Michael R. Hackett	207	Review and analyze bondholders' answer and counterclaim.	2.60	\$1,898.00
08/09/17	Steven O. Weise	207	Review UCC issues in answer and counterclaim.	2.30	\$1,679.00
08/09/17	Kevin J. Perra	207	Review bondholder counterclaims.	1.10	\$803.00
08/09/17	Jared Zajac	207	Review and analyze answer and counterclaims (1.90); Analysis of constitutional and 544 argument (0.40); Review complaint charts and summary of allegations (0.50).	2.80	\$2,044.00
08/09/17	Michael R. Hackett	207	Continue to review and analyze bondholders' answer and counterclaim (3.60); Correspondence with legal team regarding answer and counterclaim (0.80).	4.40	\$3,212.00
08/10/17	Michael R. Hackett	207	Review and analyze complaint (1.80); Research regarding complaint (1.60).	3.40	\$2,482.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/10/17	Jeffrey W. Levitan	207	Compare Altair answer and counterclaims to July 27 complaint (0.60); Review response chart, analyze issues raised by counterclaim (0.80); Conference with J. Zajac regarding analysis of counterclaims (0.30).	1.50	\$1,095.00
08/10/17	Vincent Indelicato	207	Analyze ERS issues (1.40); Confer with P. Doyle regarding same (0.50).	1.90	\$1,387.00
08/10/17	William D. Dalsen	207	Continue review of Altair adversary complaints.	1.10	\$803.00
08/11/17	William D. Dalsen	207	Continue review of Altair complaint for potential motion to dismiss arguments.	0.80	\$584.00
08/11/17	Michael R. Hackett	207	Draft answer to bondholders' counterclaim (3.90); Research regarding bondholders' counterclaim (1.60); Correspondence with legal team regarding bondholders' counterclaim (1.40).	6.90	\$5,037.00
08/13/17	Kevin J. Perra	207	Draft answer to counterclaims.	0.60	\$438.00
08/16/17	Jeffrey W. Levitan	207	Review motion to compel discovery.	0.60	\$438.00
08/16/17	Kevin J. Perra	207	Revise answers to counterclaims.	1.50	\$1,095.00
08/16/17	Stephen L. Ratner	207	Review bondholders urgent motion regarding discovery (0.30); E-mail with M. Hackett and team regarding same (0.10).	0.40	\$292.00
08/16/17	Paul Possinger	207	Review ERS bond counterclaims and proposed responses (0.80); Teleconferences with M. Hackett and J. Zajac regarding same (0.60).	1.40	\$1,022.00
08/17/17	Jeffrey W. Levitan	207	Review e-mail and motion to compel (0.20); Conference with J. Zajac regarding trust issue (0.20); Review S. Weise outline addressing UCC issue (0.90); E-mail to S. Weise regarding same (0.40).	1.70	\$1,241.00
08/17/17	Jared Zajac	207	Call with M. Hackett regarding motion to compel (0.40); Review and analyze cases cited (0.40); Meeting with J. Levitan regarding same (0.30).	1.10	\$803.00
08/18/17	Michael R. Hackett	207	Review and analyze revised scheduling order (0.60); Correspondence with legal team regarding scheduling order (0.60); Review and analyze objection to scheduling order (0.50); Review and analyze order regarding scheduling order (0.20); Continue to review and analyze complaint (0.90); Factual and legal research regarding complaint (1.40).	4.20	\$3,066.00
08/18/17	Timothy W. Mungovan	207	Review order regarding motion to compel, and hearing schedule (0.20); Communications with P. Doyle regarding same (0.10).	0.30	\$219.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/23/17	Michael A. Firestein	207	Review opposition to extension motion in ERS.	0.20	\$146.00
08/30/17	Michael R. Hackett	207	Review and analyze deposition notices and subpoenas for ERS, Commonwealth, AAFAF, and Board (1.60); Review and analyze pleadings in other Title III cases for opposing or quashing subpoenas (2.70); Correspondence with legal team regarding subpoenas (0.40).	4.70	\$3,431.00
Non-Board Court Filings				58.80	\$42,924.00

Adversary Proceeding -- 209

Date	Timekeeper	Task	Description	Hours	Amount
08/01/17	Paul Possinger	209	Review discovery requests and responses.	1.20	\$876.00
08/01/17	Michael R. Hackett	209	Attention to responses to document requests and subpoenas.	7.40	\$5,402.00
08/01/17	Jordan B. Leader	209	Draft responses to subpoenas and document requests.	3.40	\$2,482.00
08/02/17	Jordan B. Leader	209	Draft responses to subpoenas and document requests.	4.30	\$3,139.00
08/02/17	Kevin J. Perra	209	Research discovery issues (0.80); Communications with team regarding same (0.50); Review documents for same (0.50).	1.80	\$1,314.00
08/02/17	Michael R. Hackett	209	Attention to responses and objections to document requests for ERS, Commonwealth, AAFAF, and Board (6.80); Correspondence with legal team regarding objections and responses (2.00); Begin to review and analyze objections and responses from Bondholders (1.50).	10.30	\$7,519.00
08/03/17	Michael R. Hackett	209	Review and analyze objections and responses to requests and subpoenas (1.90); Attention to ERS objections and responses (1.90).	3.80	\$2,774.00
08/03/17	Kevin J. Perra	209	Analyze discovery issues.	0.50	\$365.00
08/03/17	Peter D. Doyle	209	Revise and analyze discovery requests and responses.	1.40	\$1,022.00
08/04/17	Paul Possinger	209	Review correspondence regarding discovery.	0.20	\$146.00
08/05/17	Kevin J. Perra	209	Analyze discovery issues.	0.50	\$365.00
08/07/17	Jordan B. Leader	209	Review discovery letters from opposing counsel (0.90); Prepare for meet and confer (1.10).	2.00	\$1,460.00
08/07/17	Kevin J. Perra	209	Analyze discovery issues.	1.40	\$1,022.00

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Date	Timekeeper	Task	Description	Hours	Amount
08/08/17	Michael R. Hackett	209	Correspondence with legal team regarding discovery issues (0.90); Review and analyze chart regarding discovery issues (1.40).	2.40	\$1,752.00
08/08/17	Kevin J. Perra	209	Analysis regarding discovery issues.	1.80	\$1,314.00
08/09/17	Kevin J. Perra	209	Work on discovery issues.	0.90	\$657.00
08/09/17	Jordan B. Leader	209	Attention to discovery disputes.	1.70	\$1,241.00
08/10/17	Jordan B. Leader	209	Attention to discovery disputes and edits to meet and confer letter.	1.90	\$1,387.00
08/10/17	Kevin J. Perra	209	Analysis of discovery issues (1.20); Communications with team regarding same (0.50); Review documents and pleadings for same (0.80).	2.50	\$1,825.00
08/10/17	Michael R. Hackett	209	Factual research regarding discovery issues (0.90); Attention to chart and correspondence regarding discovery issues (2.60); Research regarding discovery issues (1.80).	5.50	\$4,015.00
08/10/17	Peter D. Doyle	209	Review discovery plan and disputes.	1.40	\$1,022.00
08/11/17	Kevin J. Perra	209	Analysis of discovery issues.	0.70	\$511.00
08/11/17	Jordan B. Leader	209	Attention to discovery disputes and edits to meet and confer letter.	0.40	\$292.00
08/11/17	Michael R. Hackett	209	Attention to discovery issues (1.90); Review and revise correspondence regarding discovery issues (1.70); Correspondence with legal team regarding discovery issues (0.80).	4.40	\$3,212.00
08/12/17	Michael R. Hackett	209	Review and analyze facts regarding prior negotiations and stipulations (1.90); Correspondence with legal team regarding discovery issues (0.60).	2.50	\$1,825.00
08/14/17	Kevin J. Perra	209	Analyze discovery issues.	1.70	\$1,241.00
08/16/17	Jordan B. Leader	209	E-mails regarding discovery disputes (0.20); Review motion to compel (1.70).	1.90	\$1,387.00
08/18/17	Michael R. Hackett	209	Continue to analyze motion to compel and other discovery issues.	1.90	\$1,387.00
08/18/17	Kevin J. Perra	209	Revise discovery and motion to compel issues.	1.20	\$876.00
08/22/17	William D. Dalsen	209	Review draft opposition to motion to compel in Altair proceeding (0.90); Correspondence with team regarding same (0.30).	1.20	\$876.00
08/23/17	Michael R. Hackett	209	Attention to discovery issues (3.40); Correspondence with legal team regarding discovery issues (0.90).	4.30	\$3,139.00
08/23/17	Paul Possinger	209	Review discovery dispute resolution proposal from bondholders (0.30); Review objection to extension motion, related e-mails with ERS team (0.40).	0.70	\$511.00
08/23/17	Kevin J. Perra	209	Draft motion to compel and related issues (1.20); Work on discovery and meet and confer issues (0.90).	2.10	\$1,533.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

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Date	Timekeeper	Task	Description	Hours	Amount
08/23/17	Jordan B. Leader	209	Work on opposition to motion to compel (2.10); Work on discovery issues (0.40).	2.50	\$1,825.00
08/24/17	Kevin J. Perra	209	Prepare discovery in connection with motion to compel.	1.60	\$1,168.00
08/25/17	Kevin J. Perra	209	Work on discovery issues.	1.60	\$1,168.00
08/26/17	Kevin J. Perra	209	Work on discovery issues (0.50); Review communications with team (0.60).	1.10	\$803.00
08/27/17	Kevin J. Perra	209	Work on discovery issues.	0.80	\$584.00
08/28/17	Kevin J. Perra	209	Work on discovery issues.	0.80	\$584.00
08/29/17	Kevin J. Perra	209	Work on discovery issues.	0.60	\$438.00
08/29/17	Michael R. Hackett	209	Attention to discovery issues (2.40); Correspondence with legal team regarding discovery schedule and materials (1.40).	3.80	\$2,774.00
08/30/17	Kevin J. Perra	209	Work on stipulation and discovery issues.	0.50	\$365.00
08/30/17	Jordan B. Leader	209	E-mails regarding deposition notices and subpoenas.	0.40	\$292.00
08/31/17	Kevin J. Perra	209	Work on discovery issues.	0.30	\$219.00
08/31/17	Michael R. Hackett	209	Review and analyze initial production of documents from bondholders.	0.80	\$584.00
Adversary Proceeding				94.10	\$68,693.00

Analysis and Strategy -- 210

Date	Timekeeper	Task	Description	Hours	Amount
08/01/17	Michael R. Hackett	210	Correspondence with legal team regarding responses and objections.	0.90	\$657.00
08/03/17	Kevin J. Perra	210	Communications with team regarding strategy.	0.80	\$584.00
08/03/17	Peter D. Doyle	210	Prepare for and participate in teleconference with team and client regarding ERS litigation strategy (1.10); Communications with T. Mungovan regarding same (0.30).	1.40	\$1,022.00
08/05/17	Stephen L. Ratner	210	E-mail with M. Bienenstock, C. Febus and T. Mungovan regarding procedural matters.	0.20	\$146.00
08/08/17	Steven O. Weise	210	Analyze UCC issues in answer and counterclaim.	4.90	\$3,577.00
08/08/17	William D. Dalsen	210	Call with M. Hackett regarding discovery matters.	0.40	\$292.00
08/08/17	Alexandra V. Bargoot	210	Communications with W. Dalsen regarding Altair Global Credit Opportunities Fifth Amendment claim.	0.40	\$292.00
08/10/17	Jared Zajac	210	Meeting with J. Levitan regarding answer (0.20); Prepare for and teleconference with M. Hackett regarding same (0.60).	0.80	\$584.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
08/10/17	Paul Possinger	210	E-mail with M. Hackett regarding discovery.	0.90	\$657.00
08/10/17	William D. Dalsen	210	Correspondence with A. Bargoot regarding legal research for Altair complaints (0.20); Conference with M. Hackett regarding responses to Altair complaints and next steps (0.20); Correspondence with team regarding discovery matters (0.30).	0.70	\$511.00
08/10/17	Timothy W. Mungovan	210	Communications with K. Perra, P. Doyle, and S. Ratner regarding counterclaim and response, discovery issues (0.70); Communications with M. Hackett and W. Dalsen regarding same (0.20).	0.90	\$657.00
08/10/17	Stephen L. Ratner	210	Teleconferences and e-mail with T. Mungovan, K. Perra, P. Doyle, V. Indelicato regarding procedural matters.	0.90	\$657.00
08/10/17	Peter D. Doyle	210	Participate in ERS update teleconference with K. Perra, T. Mungovan and S. Ratner.	1.10	\$803.00
08/11/17	William D. Dalsen	210	Call with M. Hackett regarding Altair responsive pleadings and next steps.	0.30	\$219.00
08/15/17	Paul Possinger	210	Participate in working group call with AAFAF.	0.30	\$219.00
08/15/17	Jeramy Webb	210	Review e-mail correspondence from S. Weise regarding ERS issues.	0.10	\$73.00
08/16/17	Jared Zajac	210	Review and revise answer chart (0.50); E-mails with M. Hackett regarding same (0.30); Call with M. Hackett and P. Possinger regarding answers (0.70); Review motion to compel and related filings (0.50); E-mail P. Possinger regarding answers (0.10).	2.10	\$1,533.00
08/17/17	Steven O. Weise	210	Prepare outline of UCC issues (3.20); Conferences regarding same (0.60); Review outline of motion to dismiss (0.60).	4.40	\$3,212.00
08/19/17	Timothy W. Mungovan	210	Communications regarding responding to motion to compel.	0.50	\$365.00
08/21/17	Jordan B. Leader	210	E-mails regarding urgent motion regarding answer (0.40); E-mails regarding response to motion to compel (0.50).	0.90	\$657.00
08/21/17	Stephen L. Ratner	210	Conferences and e-mail with T. Mungovan, P. Possinger, J. Leader regarding discovery motion and reply to counterclaim (0.30); Review materials regarding same (0.30).	0.60	\$438.00
08/22/17	Timothy W. Mungovan	210	Communications with M. Hackett regarding viability of certain defenses.	0.40	\$292.00
08/22/17	Jordan B. Leader	210	E-mails and discussions regarding discovery disputes.	0.70	\$511.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Task	Description	Hours	Amount
08/24/17	Jordan B. Leader	210	Discussions regarding discovery disputes.	0.90	\$657.00
08/24/17	Michael R. Hackett	210	Correspondence with legal team regarding discovery issues.	0.80	\$584.00
08/24/17	Timothy W. Mungovan	210	Conference call with K. Perra, P. Doyle, and S. Ratner regarding status of litigation in ERS and next steps.	0.50	\$365.00
08/24/17	Vincent Indelicato	210	Teleconference with M. Hackett regarding ERS bondholder discovery.	0.30	\$219.00
08/24/17	William D. Dalsen	210	Teleconference with team regarding opposition to motion to compel.	1.20	\$876.00
08/24/17	Stephen L. Ratner	210	Conferences and e-mail with T. Mungovan, K. Perra, P. Doyle regarding status of ERS cases, discovery and procedural matters.	0.70	\$511.00
08/25/17	Jeffrey W. Levitan	210	Conference with J. Zajac regarding motion to dismiss, discovery.	0.10	\$73.00
08/25/17	Jared Zajac	210	Call with J. Levitan regarding complaint and motion to dismiss (0.10); E-mail W. Dalsen regarding motion to dismiss (0.30).	0.40	\$292.00
08/29/17	Vincent Indelicato	210	Analyze ERS litigation issues.	1.40	\$1,022.00
08/29/17	Jared Zajac	210	E-mail with M. Hackett regarding pre-petition accounts.	0.10	\$73.00
08/30/17	Paul Possinger	210	E-mails regarding depositions and lien issues.	0.30	\$219.00
Analysis and Strategy				31.30	\$22,849.00

General Administration -- 212

Date	Timekeeper	Task	Description	Hours	Amount
08/03/17	Maja Zerjal	212	Follow-up on inquiry on response deadlines in ERS adversary proceeding.	0.40	\$292.00
08/07/17	David C. Cooper	212	Prepare certificates of service regarding summonses for electronic filing in Board v. Altair action (1.60); E-mails and call with M. Giddens regarding same (0.30).	1.90	\$475.00
08/09/17	Shealeen E. Schaefer	212	Review August 5, 2017 letter from Jones Day to O'Melveny regarding objections to ERS bondholders subpoena.	0.20	\$50.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

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Date	Timekeeper	Task	Description	Hours	Amount
08/21/17	Magali Giddens	212	Review correspondence from M. Hackett regarding filing and serving urgent motion to extend deadline to respond (0.10); Review latest docket items regarding case status (0.20); Correspondence exchange with M. Hackett and local counsel regarding form and timing of motion (0.40); Revise motion (0.20); Discuss same with M. Hackett (0.10); Exchange correspondence with local counsel regarding filing motion (0.20); Draft detailed e-mail to Judge Swain attaching filed motion, including Microsoft Word version of proposed order (0.30); Correspond with M. Hackett regarding other parties to be copied on e-mail (0.10); Prepare service e-mail and send to opposing counsel (0.20).	1.80	\$450.00
08/25/17	Lawrence T. Silvestro	212	Review informative motion for filing by local counsel (2.60); Draft notices of appearance and pro hac vice motions (3.40); Teleconference with local counsel regarding procedure governing filing of notices of appearances (0.70).	6.70	\$1,675.00
08/28/17	Lawrence T. Silvestro	212	Revise pro hac vice motions for filing with local counsel (1.20); Confer with local counsel regarding pro hac vice procedures (0.90); Confer with M. Hackett regarding related actions (1.30).	3.40	\$850.00
08/30/17	Lawrence T. Silvestro	212	Review ERS docket entries.	1.00	\$250.00
08/31/17	Om V. Alladi	212	Coordinate with eDiscovery to circulate Jones Day and White & Case production.	1.20	\$300.00
08/31/17	Lawrence T. Silvestro	212	Review ERS docket entries.	1.10	\$275.00
General Administration				17.70	\$4,617.00
Total for Professional Services					\$365,527.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

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Timekeeper Summary

Timekeeper	Status	Hours	Rate	Value
JEFFREY W. LEVITAN	PARTNER	8.30	730.00	\$6,059.00
KEVIN J. PERRA	PARTNER	46.00	730.00	\$33,580.00
MICHAEL A. FIRESTEIN	PARTNER	0.20	730.00	\$146.00
PAUL POSSINGER	PARTNER	15.60	730.00	\$11,388.00
PETER D. DOYLE	PARTNER	31.10	730.00	\$22,703.00
STEPHEN L. RATNER	PARTNER	5.50	730.00	\$4,015.00
STEVEN O. WEISE	PARTNER	46.10	730.00	\$33,653.00
TIMOTHY W. MUNGOVAN	PARTNER	5.70	730.00	\$4,161.00
Total for PARTNER		158.50		\$115,705.00
JORDAN B. LEADER	SENIOR COUNSEL	30.40	730.00	\$22,192.00
Total for SENIOR COUNSEL		30.40		\$22,192.00
ALEXANDRA V. BARGOOT	ASSOCIATE	50.30	730.00	\$36,719.00
EHUD BARAK	ASSOCIATE	0.30	730.00	\$219.00
JARED ZAJAC	ASSOCIATE	25.40	730.00	\$18,542.00
JERAMY WEBB	ASSOCIATE	0.20	730.00	\$146.00
MAJA ZERJAL	ASSOCIATE	0.40	730.00	\$292.00
MICHAEL R. HACKETT	ASSOCIATE	183.30	730.00	\$133,809.00
VINCENT INDELICATO	ASSOCIATE	3.60	730.00	\$2,628.00
WILLIAM D. DALSEN	ASSOCIATE	40.00	730.00	\$29,200.00
Total for ASSOCIATE		303.50		\$221,555.00
CASEY QUINN	LEGAL ASSISTANT	2.80	250.00	\$700.00
DAVID C. COOPER	LEGAL ASSISTANT	1.90	250.00	\$475.00
LAWRENCE T. SILVESTRO	LEGAL ASSISTANT	13.20	250.00	\$3,300.00
MAGALI GIDDENS	LEGAL ASSISTANT	1.80	250.00	\$450.00
SHEALEEN E. SCHAEFER	LEGAL ASSISTANT	0.20	250.00	\$50.00
Total for LEGAL ASSISTANT		19.90		\$4,975.00
OM V. ALLADI	LAW CLERK	4.40	250.00	\$1,100.00
Total for LAW CLERK		4.40		\$1,100.00
Total		516.70		\$365,527.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

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For Charges and Disbursements

Date	Timekeeper	Type	Description	Amount
08/01/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.75
08/01/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$2.25
08/01/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.30
08/01/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.75
08/01/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.45
08/01/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$1.35
08/01/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$3.30
08/01/2017	Melissa J. Lewis	REPRODUCTION	REPRODUCTION	\$3.15
08/01/2017	Melissa J. Lewis	REPRODUCTION	REPRODUCTION	\$0.30
08/02/2017	Niurka Padilla	REPRODUCTION	REPRODUCTION	\$9.30
08/02/2017	Niurka Padilla	REPRODUCTION	REPRODUCTION	\$9.60
08/02/2017	Niurka Padilla	REPRODUCTION	REPRODUCTION	\$10.20
08/02/2017	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$22.20
08/03/2017	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.30
08/03/2017	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$1.50
08/03/2017	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.60
08/03/2017	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.30
08/03/2017	Tayler M. Sherman	REPRODUCTION	REPRODUCTION	\$0.15
08/08/2017	Leonardo M. Solimine	REPRODUCTION	REPRODUCTION	\$0.60
08/08/2017	Leonardo M. Solimine	REPRODUCTION	REPRODUCTION	\$2.55
08/10/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$3.30
08/10/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$4.20
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$1.20
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$1.50
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$21.00
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$0.90
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$1.20
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$14.10
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$36.90
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$36.60
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$48.30
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$3.30
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$0.60
08/14/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$22.50
08/15/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$5.85
08/16/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$6.60

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

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Date	Timekeeper	Type	Description	Amount
08/17/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$6.30
08/17/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$6.30
08/21/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.30
08/21/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.15
08/21/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$2.25
08/21/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$6.90
08/21/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$2.85
08/21/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$9.60
08/21/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$2.40
08/22/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$6.90
08/22/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$4.20
08/23/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.15
08/23/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.30
08/23/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.60
08/23/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.60
08/23/2017	Peter D. Doyle	REPRODUCTION	REPRODUCTION	\$0.60
08/23/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$0.15
08/23/2017	Alexandra V. Bargoot	REPRODUCTION	REPRODUCTION	\$0.90
08/30/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$0.15
08/30/2017	Proskauer Unassigned	REPRODUCTION	REPRODUCTION 8013 is inactive; reset to default TKeeper	\$0.15
Total for REPRODUCTION				\$329.70

Date	Timekeeper	Type	Description	Amount
08/14/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 2:15:37 Searches - 4 Shepards and Autocite - 0 Lexsees and Lexstat - 5	\$635.00
08/16/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 0:21:09 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 2	\$48.00
08/17/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 0:37:04 Searches - 0 Shepards and Autocite - 1 Lexsees and Lexstat - 8	\$199.75
Total for LEXIS				\$882.75

Date	Timekeeper	Type	Description	Amount
08/09/2017	William D. Dalsen	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000009 Lines	\$99.00
08/11/2017	Alexandra V. Bargoot	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000016 Lines	\$366.00

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PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

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Date	Timekeeper	Type	Description	Amount
08/14/2017	William D. Dalsen	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000009 Lines	\$603.00
08/15/2017	Alexandra V. Bargoot	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000011 Lines	\$198.00
08/16/2017	William D. Dalsen	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000004 Lines	\$99.00
Total for WESTLAW				\$1,365.00

Date	Timekeeper	Type	Description	Amount
08/23/2017	Judy Lavine	MESSENGER/DELIV ERY	MESSENGER/DELIVERY Delivery - - VENDOR: SOCIAL LAW LIBRARY SOCIAL LAW - INVOICE #512041 - MESSENGER SERVICE	\$7.50
Total for MESSENGER/DELIVERY				\$7.50

Charges and Disbursements Summary

Type of Disbursements	Amount
REPRODUCTION	329.70
LEXIS	882.75
WESTLAW	1,365.00
MESSENGER/DELIVERY	7.50
Total Expenses	\$2,584.95
Total Amount for this Matter	\$368,111.95

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA

Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

(Jointly Administered)

Debtors.¹

-----X

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IN RE:

PROMESA

Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

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**COVER SHEET TO FOURTH MONTHLY FEE APPLICATION OF PROSKAUER ROSE
LLP FOR COMPENSATION FOR SERVICES RENDERED IN PUERTO
RICO AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS
REPRESENTATIVE OF DEBTOR, THE EMPLOYEES RETIREMENT SYSTEM
(“ERS”) FOR THE PERIOD AUGUST 1, 2017 THROUGH AUGUST 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement is sought:	<u>August 1, 2017 through August 31, 2017</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$1,825.00</u>
Total Amount for this Invoice:	<u>\$1,825.00</u>

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s fourth monthly fee application in these cases.

On September 21, 2017 Sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.,
Suzanne Uhland, Esq.,
Diana M. Perez, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico,
Edificio Ochoa, 500 Tanca
Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
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53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J. E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

**Co-Counsel for the Official Committee of
Retirees:**

Jenner & Block LLP
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Attn.: Robert Gordon, Esq.
Richard Levin, Esq.
and
Bennazar, Garcia & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
Avenida Ponce de Leon #416
Hato Rey, San Juan
Puerto Rico 00918
Attn.: A.J. Bennazar-Zequeira

Summary of Legal Fees for the Period August 1, 2017 through August 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
207	Non-Board Court Filings	1.50	\$1,095.00
210	Analysis and Strategy	1.00	\$730.00
Total		2.50	\$1,825.00

Summary of Legal Fees for the Period August 1, 2017 through August 31, 2017

Professional	Position/Title	Department	Hourly Billing	Total Billed	Total Compensation
Timothy W. Mungovan	Partner	Litigation	\$730.00	2.50	\$1,825.00
Total				2.50	\$1,825.00

SUMMARY OF LEGAL FEES:	<u>Hours</u> 2.50	<u>Fees</u> \$1,825.00
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Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (i.e., payment of ninety percent (90%) of the compensation sought) in the total amount of \$1,642.50.

Exhibit A

33260 FOMB

Invoice 170128341

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD
MEMBER0025 PROMESA TITLE III: ERS (PUERTO RICO
TIME/EXPENSES)

Page 1

Summary of Time Billed by Task		Hours	Value
207	Non-Board Court Filings	1.50	\$1,095.00
210	Analysis and Strategy	1.00	\$730.00
Total		2.50	\$1,825.00

33260 FOMB

Invoice 170128341

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD
MEMBER

0025 PROMESA TITLE III: ERS (PUERTO RICO
TIME/EXPENSES)

Page 2

Non-Board Court Filings -- 207

Date	Timekeeper	Task	Description	Hours	Amount
08/08/17	Timothy W. Mungovan	207	Review counterclaim (0.60); Communications with M. Hackett regarding same (0.20).	0.80	\$584.00
08/09/17	Timothy W. Mungovan	207	Review counterclaim (0.30); Communications with M. Hackett regarding same (0.40).	0.70	\$511.00
Non-Board Court Filings				1.50	\$1,095.00

Analysis and Strategy -- 210

Date	Timekeeper	Task	Description	Hours	Amount
08/08/17	Timothy W. Mungovan	210	Communications with M. Hackett, P. Doyle and K. Perra regarding status.	0.60	\$438.00
08/09/17	Timothy W. Mungovan	210	Communications with M. Hackett regarding status (0.20); Communications with P. Doyle and K. Perra regarding same (0.20).	0.40	\$292.00
Analysis and Strategy				1.00	\$730.00

Total for Professional Services

\$1,825.00

33260 FOMB

Invoice 170128341

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD
MEMBER

0025 PROMESA TITLE III: ERS (PUERTO RICO
TIME/EXPENSES)

Page 3

Timekeeper Summary

Timekeeper	Status	Hours	Rate	Value
TIMOTHY W. MUNGOVAN	PARTNER	2.50	730.00	\$1,825.00
Total for PARTNER		2.50		\$1,825.00
	Total	2.50		\$1,825.00
	Total Amount for this Matter			\$1,825.00

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

-----X

In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

(Jointly Administered)

Debtors.¹

-----X

-----X

IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO FIFTH MONTHLY FEE APPLICATION
OF PROSKAUER ROSE LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS
TO THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES RETIREMENT SYSTEM
("ERS"), FOR THE PERIOD SEPTEMBER 1, 2017 THROUGH SEPTEMBER 30, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:	<u>Proskauer Rose LLP (“Proskauer”)</u>
Authorized to Provide Professional Services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to <u>PROMESA Section 315(b)</u>
Period for which compensation and reimbursement is sought:	<u>September 1, 2017 through September 30, 2017</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$396,136.00</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$19,877.71</u>
Total Amount for this Invoice:	<u>\$416,013.71</u>

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s fifth monthly fee application in these cases.

On October 6, 2017 Sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.,
Suzanne Uhland, Esq.,
Diana M. Perez, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico,
Edificio Ochoa, 500 Tanca
Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of United States Trustee

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Unsecured Creditors:

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Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
Attn: Luc. A. Despina, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
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San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Battle-Barasorda, Esq.
Alberto J. E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
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Richard Levin, Esq.
and
Bennazar, Garcia & Millian, C.S.P.
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Hato Rey, San Juan
Puerto Rico 00918
Attn.: A.J. Bennazar-Zequeira

Summary of Legal Fees for the Period September 1, 2017 through September 30, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.80	\$584.00
202	Legal Research	64.10	\$43,433.00
204	Communications with Claimholders	67.00	\$48,910.00
205	Communications with the Commonwealth and its Representatives of the Commonwealth or its Instrumentalities	3.60	\$2,628.00
206	Documents Filed on Behalf of the Board	324.10	\$234,673.00
207	Non-Board Court Filings	31.30	\$22,849.00
209	Adversary Proceeding	16.30	\$11,419.00
210	Analysis and Strategy	34.20	\$24,966.00
212	General Administration	11.40	\$3,234.00
214	Legal/Regulatory Matters	3.00	\$2,190.00
218	Employment and Fee Applications	5.00	\$1,250.00
Total		560.80	\$396,136.00

Summary of Legal Fees for the Period September 1, 2017 through September 30, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian S. Rosen	Partner	BSGR & B	\$730.00	11.60	\$8,468.00
Jeffrey W. Levitan	Partner	BSGR & B	\$730.00	14.30	\$10,439.00
Jonathan E. Richman	Partner	Litigation	\$730.00	21.90	\$15,987.00
Kevin J. Perra	Partner	Litigation	\$730.00	62.70	\$45,771.00
Lary Alan Rappaport	Partner	Litigation	\$730.00	0.10	\$73.00
Martin J. Bienenstock	Partner	BSGR & B	\$730.00	14.60	\$10,658.00
Paul Possinger	Partner	BSGR & B	\$730.00	20.40	\$14,892.00
Peter D. Doyle	Partner	Litigation	\$730.00	22.70	\$16,571.00
Stephen L. Ratner	Partner	Litigation	\$730.00	4.10	\$2,993.00
Steven O. Weise	Partner	BSGR & B	\$730.00	25.30	\$18,469.00
Timothy W. Mungovan	Partner	Litigation	\$730.00	8.60	\$6,278.00
Chantel L. Febus	Senior Counsel	Litigation	\$730.00	1.20	\$876.00
Jordan B. Leader	Senior Counsel	Litigation	\$730.00	4.80	\$3,504.00
Alexandra V. Bargoot	Associate	Litigation	\$730.00	6.40	\$4,672.00
Jared Zajac	Associate	BSGR & B	\$730.00	50.50	\$36,865.00
Maja Zerjal	Associate	BSGR & B	\$730.00	2.20	\$1,606.00
Matthew J. Morris	Associate	Litigation	\$730.00	1.90	\$1,387.00
Michael R. Hackett	Associate	Litigation	\$730.00	224.10	\$163,593.00
Vincent Indelicato	Associate	BSGR & B	\$730.00	0.50	\$365.00
William D. Dalsen	Associate	Litigation	\$730.00	35.30	\$25,769.00
TOTAL				533.20	\$389,236.00

Law Clerk	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Elliot Stevens	Law Clerk	BSGR & B	\$250.00	7.00	\$1,750.00
Om V. Alladi	Law Clerk	Litigation	\$250.00	3.30	\$825.00
TOTAL				10.30	\$2,575.00

Summary of Legal Fees for the Period September 1, 2017 through September 30, 2017

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Casey Quinn	Legal Assistant	BSGR & B	\$250.00	2.20	\$550.00
Eamon Wizner	Legal Assistant	Litigation	\$250.00	0.90	\$225.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$250.00	6.30	\$1,575.00
Magali Giddens	Legal Assistant	BSGR & B	\$250.00	2.00	\$500.00
Natasha Petrov	Legal Assistant	Corporate	\$250.00	5.00	\$1,250.00
Tiffany Miller	Legal Assistant	Labor & Employment	\$250.00	0.90	\$225.00
TOTAL				17.30	\$4,325.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 560.80	<u>Fees</u> \$396,136.00
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Summary of Disbursements for the Period September 1, 2017 through September 30, 2017

EXPENSE CATEGORY	AMOUNTS
Lexis	\$13,310.25
Westlaw	\$4,423.00
Airplane	\$1,558.60
Out of Town Meals	\$149.92
Taxi, Carfare, Mileage and Parking Related to Travel	\$300.64
Reproduction	\$135.30
Total	\$19,877.71

Proskauer requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$356,522.40 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$19,877.71) in the total amount of \$376,400.11.

Exhibit A

33260 FOMB

Invoice 170129454

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 1

Summary of Time Billed by Task		Hours	Value
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.80	\$584.00
202	Legal Research	64.10	\$43,433.00
204	Communications with Claimholders	67.00	\$48,910.00
205	Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities	3.60	\$2,628.00
206	Documents Filed on Behalf of the Board	324.10	\$234,673.00
207	Non-Board Court Filings	31.30	\$22,849.00
209	Adversary Proceeding	16.30	\$11,419.00
210	Analysis and Strategy	34.20	\$24,966.00
212	General Administration	11.40	\$3,234.00
214	Legal/Regulatory Matters	3.00	\$2,190.00
218	Employment and Fee Applications	5.00	\$1,250.00
Total		560.80	\$396,136.00

33260 FOMB

Invoice 170129454

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 2

Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants -- 201

Date	Timekeeper	Task	Description	Hours	Amount
09/08/17	Timothy W. Mungovan	201	Communications with M. Luskin and ERS team to coordinate call.	0.30	\$219.00
09/08/17	Brian S. Rosen	201	Memorandum to M. Luskin regarding ERS.	0.10	\$73.00
09/25/17	Brian S. Rosen	201	Teleconference with T. Green regarding ERS bondholder status (0.20); Review presentation addressing same (0.20).	0.40	\$292.00
Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants				0.80	\$584.00

Legal Research -- 202

Date	Timekeeper	Task	Description	Hours	Amount
09/01/17	Steven O. Weise	202	Review UCC perfection issues.	2.30	\$1,679.00
09/01/17	Michael R. Hackett	202	Legal and factual research regarding deposition subpoenas.	1.90	\$1,387.00
09/02/17	Michael R. Hackett	202	Legal and factual research regarding discovery requests and discovery stipulations.	1.10	\$803.00
09/04/17	Michael R. Hackett	202	Factual research regarding UCC filings.	2.20	\$1,606.00
09/04/17	Steven O. Weise	202	Review UCC security interest issues.	2.30	\$1,679.00
09/05/17	Alexandra V. Bargoot	202	Research addressing intervention in action in Federal Court of Claims (global).	1.20	\$876.00
09/05/17	Michael R. Hackett	202	Legal and factual research regarding deposition subpoenas.	3.70	\$2,701.00
09/06/17	Michael R. Hackett	202	Analyze potential changes to schedule and impact on adequate protection issues.	1.40	\$1,022.00
09/06/17	Alexandra V. Bargoot	202	Continue research addressing intervention in action in Federal Court of Claims.	0.40	\$292.00
09/06/17	Jared Zajac	202	Research for discovery objections (0.30); E-mail M. Hackett regarding same (0.10).	0.40	\$292.00
09/07/17	Alexandra V. Bargoot	202	Continue research addressing intervention action in Federal Court of Claims.	2.90	\$2,117.00
09/07/17	Michael R. Hackett	202	Analysis regarding revised schedule and impact on adequate protection payments (1.80); Research and draft new proposed schedule (2.10).	3.90	\$2,847.00
09/08/17	Alexandra V. Bargoot	202	Continue research addressing intervention in action in Federal Court of Claims.	1.10	\$803.00
09/09/17	Steven O. Weise	202	Review security interest issues.	2.40	\$1,752.00
09/11/17	Steven O. Weise	202	Review UCC issues.	4.00	\$2,920.00

33260 FOMB

Invoice 170129454

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 3

Date	Timekeeper	Task	Description	Hours	Amount
09/14/17	Kevin J. Perra	202	Review and analyze discovery issues regarding document production and stipulated facts (0.70); Review and analyze intervention motion issues (0.70).	1.40	\$1,022.00
09/18/17	Steven O. Weise	202	Conference regarding ERS UCC claim (1.40); Review of law regarding same (2.40).	3.80	\$2,774.00
09/18/17	Michael R. Hackett	202	Factual research regarding discovery disputes.	1.10	\$803.00
09/20/17	Michael R. Hackett	202	Review and analyze correspondence from bondholders regarding deposition subpoenas (1.20); Legal and factual research regarding opposition (1.80).	3.00	\$2,190.00
09/20/17	Jared Zajac	202	Review, analyze, and distinguish cases cited by bondholders and retirees (1.40); Research regarding bankruptcy code stay (3.30).	4.70	\$3,431.00
09/21/17	Jared Zajac	202	Call with E. Stevens regarding research (0.20); Research regarding additional arguments for motion to dismiss (3.40).	3.60	\$2,628.00
09/21/17	Elliot Stevens	202	Research regarding legislative acts and applicability of stay provisions.	2.60	\$650.00
09/22/17	Elliot Stevens	202	Research regarding applicability of bankruptcy stay.	0.80	\$200.00
09/22/17	Paul Possinger	202	Analyze contract clause claim.	0.60	\$438.00
09/22/17	Jared Zajac	202	Call with E. Stevens regarding research (0.10); Review constitutional research (0.30); Research regarding standing issue (2.10).	2.50	\$1,825.00
09/23/17	Michael R. Hackett	202	Draft motion to dismiss bondholders' complaint.	2.70	\$1,971.00
09/24/17	Kevin J. Perra	202	Review and edit motion to dismiss in Altair case.	1.30	\$949.00
09/25/17	Jared Zajac	202	Research regarding implications of joint resolution (0.40); Review and analyze of E. Stevens standing research summary (0.20).	0.60	\$438.00
09/25/17	Elliot Stevens	202	Research regarding Constitutional issues relating to lienholder (1.80); Draft analysis of research to send to J. Zajac (0.30).	2.10	\$525.00
09/26/17	Elliot Stevens	202	Research regarding Takings Clause and standing issues at request of J. Zajac (1.20); Draft e-mail with analysis of same (0.30).	1.50	\$375.00
09/29/17	Brian S. Rosen	202	Review materials regarding nature of ERS offering (0.40); Memorandum to M. Hackett regarding same (0.10); Memorandum to M. Bienenstock regarding same (0.10).	0.60	\$438.00
Legal Research				64.10	\$43,433.00

Communications with Claimholders -- 204

Date	Timekeeper	Task	Description	Hours	Amount
09/01/17	Paul Possinger	204	Meet and confer call regarding ERS discovery.	0.80	\$584.00
09/01/17	Michael R. Hackett	204	Conferences with legal team and opposing counsel regarding discovery requests and custodians.	0.80	\$584.00
09/01/17	William D. Dalsen	204	Teleconference with opposing counsel regarding discovery matters in Altair litigations.	0.80	\$584.00
09/05/17	Michael R. Hackett	204	Continue negotiations with bondholders regarding discovery and stipulations.	1.80	\$1,314.00
09/06/17	Paul Possinger	204	Teleconference with bondholder counsel regarding schedule and adequate protection (0.60); Follow-up calls with M. Hackett and O'Melveny regarding same (0.50).	1.10	\$803.00
09/06/17	Michael R. Hackett	204	Continue negotiations with bondholders regarding discovery and stipulations (0.20); Negotiations with bondholders regarding schedule (0.70).	0.90	\$657.00
09/07/17	Paul Possinger	204	Meet and confer with ERS bondholders regarding discovery stipulation. (0.70); Follow-up call with M. Hackett regarding same (0.40).	1.10	\$803.00
09/07/17	Michael R. Hackett	204	Negotiations with bondholders regarding discovery and stipulations.	1.60	\$1,168.00
09/08/17	Michael R. Hackett	204	Negotiate with bondholders regarding perfection stipulation.	1.20	\$876.00
09/10/17	Michael R. Hackett	204	Negotiate with bondholders regarding perfection stipulation (1.60); Review and analyze proposed further revisions (0.60).	2.20	\$1,606.00
09/11/17	Michael R. Hackett	204	Negotiations regarding revised schedule.	1.40	\$1,022.00
09/12/17	Michael R. Hackett	204	Negotiate perfection stipulation and search terms (0.80); Correspondence with opposing counsel regarding search terms (0.60).	1.40	\$1,022.00
09/13/17	Michael R. Hackett	204	Negotiations with bondholders regarding discovery issues (0.70); Negotiations with bondholders regarding revised schedule (0.80); Correspondence with legal team regarding same (1.10).	2.60	\$1,898.00
09/13/17	Paul Possinger	204	Review creditor list for ERS (0.40); Related e-mails (0.20).	0.60	\$438.00
09/14/17	Paul Possinger	204	Review proposed updated schedule for lien challenge case.	0.30	\$219.00
09/14/17	Maja Zerjal	204	Review draft notes and creditor list for ERS.	2.20	\$1,606.00

33260 FOMB

Invoice 170129454

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 5

Date	Timekeeper	Task	Description	Hours	Amount
09/14/17	Brian S. Rosen	204	Review draft memorandum to ERS bondholders regarding timing (0.10); Memorandum to M. Hackett regarding same (0.10).	0.20	\$146.00
09/14/17	Michael R. Hackett	204	Negotiations regarding case schedule (1.40); Revise case schedule (0.80); Conferences with bondholders' counsel regarding case schedule and discovery issues (0.90); Further revisions to case schedule (0.60).	3.70	\$2,701.00
09/15/17	Michael R. Hackett	204	Negotiations with bondholders regarding discovery stipulations and case schedule (1.40); Correspondence with legal team regarding case schedule (1.60); Revise discovery stipulations (1.20).	4.20	\$3,066.00
09/18/17	Michael R. Hackett	204	Revise stipulations (0.80); Conference with bondholders regarding depositions (1.20).	2.00	\$1,460.00
09/19/17	Michael R. Hackett	204	Negotiations regarding discovery disputes.	1.90	\$1,387.00
09/21/17	Timothy W. Mungovan	204	Review meet and confer letter to counsel for ERS bondholders (0.50); Communications with M. Hackett regarding meet and confer letter to counsel for ERS bondholders (0.20).	0.70	\$511.00
09/22/17	Peter D. Doyle	204	Revise draft letter regarding meet and confer (0.40); Communications with M. Hackett, K. Perra regarding same (0.20).	0.60	\$438.00
09/22/17	Paul Possinger	204	Review letter to plaintiffs regarding amending complaint.	0.20	\$146.00
09/22/17	Kevin J. Perra	204	Review and edit meet and confer letter for Altair case.	0.40	\$292.00
09/22/17	Michael R. Hackett	204	Draft pre-motion letter to bondholders for motion to dismiss (2.70); Correspondence with legal team regarding pre-motion letter (1.80); Revise pre-motion letter (1.80).	6.30	\$4,599.00
09/26/17	Michael R. Hackett	204	Analyze bondholders' response to pre-motion letter (1.40); Correspondence with legal team regarding pre-motion letter (0.80).	2.20	\$1,606.00
09/26/17	Kevin J. Perra	204	Review and analyze meet and confer communications regarding discovery issues.	0.40	\$292.00
09/26/17	Jeffrey W. Levitan	204	Review plaintiffs response regarding complaint amendment (0.10); Related to e-mails (0.10).	0.20	\$146.00
09/26/17	Jared Zajac	204	Draft insert for meet and confer letter (0.40); E-mails with M. Hackett regarding same (0.20).	0.60	\$438.00

33260 FOMB

Invoice 170129454

PROFESSOR ARTHUR J. GONZALEZ, FOMB BOARD

MEMBER

0007 PROMESA TITLE III: ERS

Page 6

Date	Timekeeper	Task	Description	Hours	Amount
09/26/17	Timothy W. Mungovan	204	Review letter of Jones Day in response to Board's September 22 letter concerning to complaint amendment Altair.	0.30	\$219.00
09/27/17	Jordan B. Leader	204	Review and revise discovery letter to bondholders.	0.50	\$365.00
09/27/17	Stephen L. Ratner	204	Review letter from bondholders regarding motion to dismiss (0.10); Review draft meet and confer letter regarding (Altair) (0.30); Conference with M. Hackett regarding same (0.10).	0.50	\$365.00
09/27/17	Jeffrey W. Levitan	204	Review draft meet and confer letter to Altair (0.20); E-mail to M. Hackett, P. Possinger regarding same (0.30).	0.50	\$365.00
09/27/17	Jared Zajac	204	E-mail M. Hackett regarding meet and confer letter.	0.10	\$73.00
09/27/17	Paul Possinger	204	Review and revise letter to plaintiffs regarding dismissal theories.	0.60	\$438.00
09/27/17	Kevin J. Perra	204	Review discovery meet and confer e-mails (0.40); Review and edit pre-motion letter regarding same (0.40).	0.80	\$584.00
09/27/17	Timothy W. Mungovan	204	Review response of ERS bondholders in Altair addressing whether they intend to amend complaint (0.30); Review and revise draft meet and confer letter concerning motion to dismiss Altair complaint (0.40).	0.70	\$511.00
09/27/17	Michael R. Hackett	204	Analyze bondholders' response to pre-motion letter (1.30); Correspondence with legal team regarding letter (1.30); Legal and factual research regarding response (2.30); Draft response in support of pre-motion letter (3.80); Negotiations with bondholders regarding discovery disputes and stipulations (1.80).	10.50	\$7,665.00
09/28/17	Timothy W. Mungovan	204	Revise meet and confer letter to ERS bondholders concerning deficiencies in Altair complaint (0.30); Communications with M. Hackett regarding meet and confer letter to ERS bondholders (0.10).	0.40	\$292.00
09/28/17	Brian S. Rosen	204	Review and revise meet and confer letter.	0.20	\$146.00
09/28/17	Paul Possinger	204	Review of meet and confer letter.	0.30	\$219.00
09/28/17	Michael R. Hackett	204	Negotiations with bondholders regarding discovery disputes and deposition subpoenas.	1.40	\$1,022.00
09/28/17	Jared Zajac	204	Review meet and confer letter.	0.20	\$146.00
09/28/17	Kevin J. Perra	204	Review pre-motion letter.	0.30	\$219.00
09/28/17	Jeffrey W. Levitan	204	E-mail M. Hackett regarding meet and confer letter.	0.20	\$146.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/28/17	Stephen L. Ratner	204	Review draft and confer letter regarding Altair motion to dismiss (0.30); E-mail with T. Mungovan, P. Possinger, M. Hackett, OMM regarding same and procedural matters (0.30).	0.60	\$438.00
09/28/17	William D. Dalsen	204	Review meet/confer letter for Altair proceedings (0.70); Correspondence with M. Hackett regarding same (0.10).	0.80	\$584.00
09/29/17	Timothy W. Mungovan	204	Communications with ERS bondholders concerning meet and confer regarding motion to dismiss Altair complaint (0.40); Communications with M. Hackett regarding same (0.10).	0.50	\$365.00
09/29/17	Michael R. Hackett	204	Analyze pre-motion letters (0.80); Negotiations regarding motion to dismiss schedule (0.80).	1.60	\$1,168.00
09/30/17	Kevin J. Perra	204	Prepare for meet and confer call regarding motion to dismiss.	1.60	\$1,168.00
Communications with Claimholders				67.00	\$48,910.00

Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities -- 205

Date	Timekeeper	Task	Description	Hours	Amount
09/05/17	William D. Dalsen	205	Call with counsel to Commonwealth regarding potential stipulation in Altair litigation and objections to notices of depositions.	0.30	\$219.00
09/06/17	Peter D. Doyle	205	Review and revise ERS and AAFAF responses and objections to discovery subpoena and custodian lists.	2.40	\$1,752.00
09/29/17	Paul Possinger	205	Teleconference with P. Friedman regarding ERS motion to dismiss brief.	0.50	\$365.00
09/29/17	William D. Dalsen	205	Teleconference with counsel to AAFAF and Commonwealth regarding motion to dismiss Altair adversary proceedings.	0.40	\$292.00
Communications with the Commonwealth, its Instrumentalities or Representatives of the Commonwealth or its Instrumentalities				3.60	\$2,628.00

Documents Filed on Behalf of the Board -- 206

Date	Timekeeper	Task	Description	Hours	Amount
09/01/17	Kevin J. Perra	206	Review drafts and e-mails regarding stipulation addressing certain discovery (0.30); Communications with team regarding same and discovery (0.40).	0.70	\$511.00
09/02/17	Kevin J. Perra	206	Review drafts and e-mails regarding discovery stipulation.	0.40	\$292.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/02/17	Michael R. Hackett	206	Draft and revise stipulation on discovery issues (1.10); Correspond with legal team regarding same (0.80).	1.90	\$1,387.00
09/02/17	Peter D. Doyle	206	Review revised stipulation regarding discovery (0.70); Communications regarding same (0.50).	1.20	\$876.00
09/04/17	Kevin J. Perra	206	Review drafts and communications regarding stipulation on perfection issues.	0.40	\$292.00
09/05/17	Lawrence T. Silvestro	206	Prepare draft of responses and objections to Rule 30(b)(6) deposition material.	1.70	\$425.00
09/05/17	Paul Possinger	206	Review discovery stipulation regarding ERS perfection dispute and related e-mails.	0.50	\$365.00
09/05/17	Kevin J. Perra	206	Review drafts and communications regarding stipulation and related issues; Draft outline for motion to dismiss in Altair case.	1.50	\$1,095.00
09/05/17	Om V. Alladi	206	Draft Board response to 30(b)(6) notice of subpoena.	1.10	\$275.00
09/05/17	Jordan B. Leader	206	Review and revise response to subpoena.	0.50	\$365.00
09/05/17	Michael R. Hackett	206	Draft objections and responses to deposition subpoenas.	3.40	\$2,482.00
09/05/17	Peter D. Doyle	206	Prepare for and participate in conference call with team regarding ERS stipulation and 30(b)(6) notices (0.60); Review communications regarding same (0.30).	0.90	\$657.00
09/06/17	Michael R. Hackett	206	Revise objections to deposition subpoenas (2.50); Draft deposition subpoenas (3.00).	5.50	\$4,015.00
09/06/17	Om V. Alladi	206	Review Board response to 30(b)(6) notice of subpoena.	0.90	\$225.00
09/06/17	Kevin J. Perra	206	E-mails and drafts regarding perfection stipulation in Altair case (0.70); Review drafts and communications regarding stipulation and related issues (0.20).	0.90	\$657.00
09/07/17	Kevin J. Perra	206	Analyze and review communications regarding discovery issues/objections regarding deposition notices (0.30); Review drafts for same (0.40); Review scheduling stipulation and e-mails regarding same (0.20).	0.90	\$657.00
09/07/17	Om V. Alladi	206	Review draft of response to notice of 30(b)(6) subpoena.	0.30	\$75.00
09/07/17	William D. Dalsen	206	Revise outline for motion to dismiss Altair litigation.	0.30	\$219.00
09/07/17	Jordan B. Leader	206	E-mails regarding discovery in ERS v. Altair case (0.20); Review response to subpoena (0.20).	0.40	\$292.00
09/08/17	Brian S. Rosen	206	Review ERS filings.	1.90	\$1,387.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/08/17	Michael R. Hackett	206	Continue to draft objections and responses to deposition subpoenas.	3.80	\$2,774.00
09/08/17	Steven O. Weise	206	Review and revise outline of arguments on UCC issues for brief.	3.50	\$2,555.00
09/08/17	William D. Dalsen	206	Revise motion to dismiss outline for Altair litigations.	0.40	\$292.00
09/08/17	Kevin J. Perra	206	Review perfection stipulation draft (0.40); Related communications (0.10); Analyze and edit same (0.20); Analyze issues and develop arguments regarding motion to dismiss Altair case (0.70).	1.40	\$1,022.00
09/09/17	William D. Dalsen	206	Begin draft motion to dismiss Altair litigations.	0.20	\$146.00
09/09/17	Michael R. Hackett	206	Correspond with legal team regarding discovery and perfection stipulation; Revise perfection stipulation.	1.40	\$1,022.00
09/10/17	Paul Possinger	206	Review discovery stipulation language (0.20); Related e-mails (0.10).	0.30	\$219.00
09/10/17	Kevin J. Perra	206	Review and analyze drafts regarding discovery stipulation in Altair (0.30); Communications regarding same and related issues (0.10).	0.40	\$292.00
09/11/17	William D. Dalsen	206	Work on draft motion to dismiss Altair proceedings.	2.60	\$1,898.00
09/11/17	Jared Zajac	206	Meet with J. Levitan regarding motion to dismiss (0.10); Teleconference with W. Dalsen regarding outline (0.20); Review and analyze outline (0.20).	0.50	\$365.00
09/11/17	Paul Possinger	206	Review and revise outline regarding motion to dismiss bondholder adversary proceeding.	1.40	\$1,022.00
09/11/17	Michael R. Hackett	206	Draft outline for motion to dismiss Altair complaint (1.80); Legal and factual research regarding motion to dismiss arguments (2.90); Correspondence with legal team regarding revised schedule (0.90); Draft revised schedule (1.10); Analyze responses and objections to deposition subpoenas (1.40).	8.10	\$5,913.00
09/12/17	Kevin J. Perra	206	Review and analyze Altair-related discovery issues, including stipulation regarding discovery (1.10); Review search terms and potential deposition issues (0.30).	1.40	\$1,022.00
09/12/17	Michael R. Hackett	206	Research regarding opposition to motion to intervene.	1.10	\$803.00
09/13/17	Jeffrey W. Levitan	206	Review and comment on outline of motion to dismiss Altair (0.30); Review retiree motion to intervene in Altair action and portion of draft motion to dismiss (0.70).	1.00	\$730.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/13/17	Kevin J. Perra	206	Review and analyze opposition to motion to intervene by Retiree Committee (0.90); Review and analyze scheduling and briefing issues for Board v. Altair case (0.40).	1.30	\$949.00
09/13/17	Paul Possinger	206	Draft updated proposed schedule for lien challenge case (0.40); Discuss same with M. Hackett (0.20).	0.60	\$438.00
09/13/17	Jared Zajac	206	Meet with J. Levitan regarding motion to dismiss and outline (0.10); Teleconference with W. Dalsen regarding same (0.30).	0.40	\$292.00
09/13/17	Michael R. Hackett	206	Research regarding opposition Retiree Committee's motion to intervene (0.80); Draft sections of opposition to same (1.20); Correspondence with legal team regarding opposition (0.70).	2.70	\$1,971.00
09/14/17	Jared Zajac	206	Prepare for meeting with J. Levitan regarding motion to dismiss outline (0.50); Participate in same (0.40).	0.90	\$657.00
09/14/17	Jeffrey W. Levitan	206	E-mail with P. Possinger regarding motion to dismiss Altair (0.10); Conference with J. Zajac regarding outline of motion to dismiss Altair (0.40); Review draft summary judgment motion on ERS declaratory judgment action (0.40); Note comments on same (0.20).	1.10	\$803.00
09/14/17	Michael R. Hackett	206	Research regarding opposition to bondholders' complaint (3.40); Correspondence with legal team regarding opposition (1.10); Outline potential arguments for opposition (2.20); Research regarding opposition to Retiree Committee's joinder motion (0.80); Draft opposition (1.80); Correspondence with legal team regarding opposition (1.10).	10.40	\$7,592.00
09/14/17	William D. Dalsen	206	Revise outline for Altair motions to dismiss per P. Possinger request (0.70); Continue work on draft motion to dismiss Altair adversary proceeding (2.70).	3.40	\$2,482.00
09/15/17	Jared Zajac	206	Meetings with J. Levitan regarding outline to dismiss (0.10); Call with W. Dalsen regarding same (0.30); E-mail P. Possinger and J. Levitan regarding same (0.10); Analysis of (0.60).	1.10	\$803.00
09/15/17	William D. Dalsen	206	Call with J. Zajac regarding Altair motion to dismiss arguments.	0.30	\$219.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/15/17	Jeffrey W. Levitan	206	E-mails with P. Possinger regarding outline of Altair dismissal (0.30); Review Altair dismissal outline (0.20); Conferences with J. Zajac regarding same (0.10); E-mail and teleconference with B. Rosen regarding Altair dismissal (0.10).	0.70	\$511.00
09/15/17	Kevin J. Perra	206	Analyze and develop proposed schedule regarding Board declaratory judgment case.	0.60	\$438.00
09/15/17	Michael R. Hackett	206	Draft and revise opposition to Retiree Committee's motion to intervene (3.60); Research regarding opposition (1.40); Correspondence with legal team regarding opposition (1.40).	6.40	\$4,672.00
09/16/17	Kevin J. Perra	206	Review and analyze papers in opposition to motion to intervene (0.40); Analyze and develop proposal for adjusted schedule in Board declaratory judgment action (0.30); Review communications for same (0.20).	0.90	\$657.00
09/17/17	Brian S. Rosen	206	Review outline for ERS motion to dismiss.	0.40	\$292.00
09/17/17	Jared Zajac	206	Review counts and summary judgment motion regarding M. Hackett proposed outline (0.40); E-mail M. Hackett regarding same (0.10).	0.50	\$365.00
09/17/17	Michael R. Hackett	206	Research regarding motion to dismiss bondholders' complaint (2.40); Draft opposition (2.80).	5.20	\$3,796.00
09/18/17	Stephen L. Ratner	206	E-mail with M. Hackett, P. Possinger regarding draft outline for motion to dismiss (0.10); Review same (0.20).	0.30	\$219.00
09/18/17	Michael R. Hackett	206	Draft opposition to Retiree Committee's motion to intervene (3.80); Correspondence with legal team regarding opposition (1.50).	5.30	\$3,869.00
09/18/17	Jared Zajac	206	Call with P. Possinger, J. Levitan and K. Perra regarding motion to dismiss (0.30); Calls with M. Hackett regarding same (0.50); Review and analysis of retiree motion to dismiss (0.40); E-mails with M. Hackett regarding motion to dismiss (0.20); Review and analysis of constitutional arguments for motion to dismiss (0.30); E-mail with P. Possinger regarding same (0.20); Review P. Possinger comments to outline (0.10).	2.00	\$1,460.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/18/17	Kevin J. Perra	206	Review and analyze opposition to motions to intervene in ERS case by retirees (1.00); Outline motion to dismiss Altair case (0.70); E-mails and discussions with team regarding same (0.70).	2.40	\$1,752.00
09/18/17	Jeffrey W. Levitan	206	Review draft dismissal outline to prepare for team meeting (0.30); Teleconference with P. Possinger, K. Perra, and J. Zajac regarding Altair dismissal arguments (0.40); Teleconference with J. Zajac and M. Hackett regarding revisions to dismissal outline (0.20); Review revised outline (0.20); Review e-mails regarding Takings Clause argument (0.10).	1.20	\$876.00
09/18/17	Paul Possinger	206	Discuss outline for response in Altair adversary case with J. Levitan, K. Perry and J. Zajac (0.80); E-mails with litigation team regarding motion to dismiss outline (0.30); Review updated outline (0.40).	1.50	\$1,095.00
09/19/17	Michael R. Hackett	206	Draft outline for motion to dismiss bondholders' complaint (4.20); Correspondence with legal team regarding outline (1.10); Revise discovery stipulation (1.20); Correspondence with legal team regarding stipulation (0.80).	7.30	\$5,329.00
09/19/17	Jeffrey W. Levitan	206	Edit revised outline to dismiss (0.30); Conference with J. Zajac regarding dismissal issues (0.20); Review P. Possinger e-mail regarding final outline (0.10); Conference with P. Possinger regarding dismissal outline (0.20); Review oppositions to retiree and unsecured creditors committee intervention (0.50).	1.30	\$949.00
09/19/17	Kevin J. Perra	206	Review and analyze opposition to motion to intervene (0.40); Discuss and outline arguments for motion to dismiss Altair case (1.70).	2.10	\$1,533.00
09/19/17	Paul Possinger	206	Review motion to extend dates in adversary proceeding (0.30); Discuss with M. Hackett, et. al. (0.40); Discuss motion to dismiss outline on adversary proceeding with M. Hackett, J. Levitan and K. Perra (0.80); Revise outline (0.40); Distribute to O'Melveny and internally (0.30).	2.20	\$1,606.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/19/17	Stephen L. Ratner	206	E-mail with P. Possinger, B. Rosen, M. Hackett regarding opposition to motion to intervene and procedural matters (0.20); Review draft outline regarding motion to dismiss Altair (0.20).	0.40	\$292.00
09/19/17	Jared Zajac	206	Meeting with J. Levitan regarding motion to dismiss and summary judgment.	0.20	\$146.00
09/20/17	Timothy W. Mungovan	206	Review and revise outline of motion to dismiss Altair complaint.	0.50	\$365.00
09/20/17	Kevin J. Perra	206	Outline, draft and analyze motion to dismiss Altair (1.50); Analysis of motion to extend deadline in Altair (0.30); Communications with team regarding Altair motion and related issues (0.30).	2.10	\$1,533.00
09/20/17	Stephen L. Ratner	206	E-mail with M. Hackett, P. Possinger regarding motion to dismiss.	0.20	\$146.00
09/20/17	William D. Dalsen	206	Conference with M. Hackett regarding motion to dismiss Altair proceeding and next steps.	0.70	\$511.00
09/21/17	William D. Dalsen	206	Revise draft motion to dismiss Altair adversary proceedings.	0.70	\$511.00
09/21/17	Stephen L. Ratner	206	E-mail with M. Hackett, T. Mungovan regarding Altair motion to dismiss (0.10); Review outline regarding same (0.30).	0.40	\$292.00
09/21/17	Kevin J. Perra	206	Review and analyze motion to dismiss in Altair proceeding (0.90); Communications with team regarding same (0.60); Review documents for same (0.60).	2.10	\$1,533.00
09/21/17	Paul Possinger	206	Discuss motion to dismiss adversary 17-219 / 220 with M. Hackett.	0.30	\$219.00
09/21/17	Jared Zajac	206	Review and analyze outline regarding brief sections (0.40); Draft motion to dismiss sections (7.20).	7.60	\$5,548.00
09/21/17	Timothy W. Mungovan	206	Communications with M. Hackett and J. Richman concerning constitutional issues and arguments raised in Altair complaint in connection with preparing a motion to dismiss complaint.	0.40	\$292.00
09/21/17	Michael R. Hackett	206	Legal research regarding motion to dismiss bondholders' complaint (6.80); Draft motion to dismiss (3.20); Correspondence with legal team regarding motion to dismiss (1.50).	11.50	\$8,395.00
09/22/17	Michael R. Hackett	206	Correspondence with legal team regarding motion to dismiss (1.80); Legal research regarding motion to dismiss (1.80); Draft motion to dismiss (3.50).	7.10	\$5,183.00

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09/22/17	Jared Zajac	206	Draft motion to dismiss sections (5.80); Call with P. Possinger, J. Levitan, W. Dalsen, and M. Hackett regarding same (1.10); Calls with M. Hackett regarding same (0.20).	7.10	\$5,183.00
09/22/17	Paul Possinger	206	Teleconference with K. Perra, J. Richman, et. al., regarding motion to dismiss outline.	1.10	\$803.00
09/22/17	Jeffrey W. Levitan	206	E-mail with M. Hackett regarding team meeting on motion to dismiss (0.10); Review annotated outline (0.20); Draft Retiree Committee motion (0.30); Prepare for team meeting regarding Altair dismissal (0.10); Attend team call regarding Altair motion to dismiss (1.10).	1.80	\$1,314.00
09/22/17	William D. Dalsen	206	Work on draft motion to dismiss Altair adversary proceedings.	3.00	\$2,190.00
09/22/17	Jonathan E. Richman	206	Review materials for motion to dismiss Altair (0.90); Teleconference with P. Possinger, J. Levitan, K. Perra, M. Morris, M. Hackett, W. Dalsen, J. Zajac regarding same (1.10); Revise pre-motion letter (0.30); Draft and review e-mails regarding same (0.10); Draft and review e-mails regarding motion (0.20).	2.60	\$1,898.00
09/22/17	Matthew J. Morris	206	Review Altair complaint and outline of motion to dismiss same (0.80); Participate in call with team regarding same (1.10).	1.90	\$1,387.00
09/22/17	Kevin J. Perra	206	Review and edit motion papers for Altair motion to dismiss (1.60); Calls and e-mails with ERS team regarding motion to dismiss Altair case (0.90).	2.50	\$1,825.00
09/23/17	Jonathan E. Richman	206	Review Altair complaints and related materials for outline of motion to dismiss (2.30); Revise outline (2.40).	4.70	\$3,431.00
09/23/17	William D. Dalsen	206	Revise motion to dismiss Altair adversary proceedings.	0.30	\$219.00
09/23/17	Jared Zajac	206	Review and revise brief sections.	3.30	\$2,409.00
09/23/17	Kevin J. Perra	206	Review and analyze draft papers for motion to dismiss Altair case.	2.00	\$1,460.00
09/24/17	Kevin J. Perra	206	Review and analyze discovery timing, schedule and deficiencies in Altair case.	0.60	\$438.00
09/24/17	Jared Zajac	206	E-mails with M. Hackett, W. Dalsen, P. Possinger and J. Levitan regarding motion to dismiss.	0.50	\$365.00
09/24/17	Michael R. Hackett	206	Draft motion to dismiss bondholders' complaint (2.40); Correspondence with legal team regarding motion to dismiss (0.80).	3.20	\$2,336.00
09/24/17	William D. Dalsen	206	Work on motion to dismiss Altair adversary proceedings.	1.70	\$1,241.00

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09/24/17	Jonathan E. Richman	206	Review and comment on draft of Altair motion to dismiss.	3.80	\$2,774.00
09/24/17	Stephen L. Ratner	206	Review draft objection to ERS bondholders' 2004 joinder (0.60); E-mail with G. Mashberg, M. Hackett, P. Possinger, T. Mungovan regarding same (0.20).	0.80	\$584.00
09/24/17	Jeffrey W. Levitan	206	Review and comment on draft motion to dismiss Altair.	0.80	\$584.00
09/25/17	Paul Possinger	206	Discuss motion to dismiss with J. Levitan (0.40); Background discussion with B. Rosen regarding same (0.30).	0.70	\$511.00
09/25/17	Stephen L. Ratner	206	Review outline regarding motion to dismiss.	0.30	\$219.00
09/25/17	Michael R. Hackett	206	Review motion to dismiss bondholders' complaint (2.10); Draft sections for motion to dismiss bondholders' complaint (3.70); Correspondence with legal team regarding motion to dismiss bondholders' complaint (1.40).	7.20	\$5,256.00
09/25/17	Brian S. Rosen	206	Review draft ERS motion to dismiss.	1.20	\$876.00
09/25/17	Jared Zajac	206	Analysis of counts to motion to dismiss arguments (0.40); Review and analysis of K. Perra and J. Richman comments (0.30); E-mails with W. Dalsen and M. Hackett regarding motion to dismiss (0.30); Revise motion to dismiss (3.10); E-mails with M. Hackett regarding same (0.20); Meetings with J. Levitan regarding same (0.40); Calls with W. Dalsen regarding same (0.20); E-mails with J. Levitan and P. Possinger regarding same (0.30); E-mails with W. Dalsen regarding same (0.20).	5.40	\$3,942.00
09/25/17	Jeffrey W. Levitan	206	Edit draft motion to dismiss Altair claims (0.80); Conference with J. Zajac regarding revisions to draft Altair dismissal (0.30); Conference with P. Possinger regarding Altair dismissal (0.10).	1.20	\$876.00
09/25/17	Kevin J. Perra	206	Review and edit motion to dismiss papers in Altair case (2.20); Review bond documents, resolutions and other documents for same (1.30).	3.50	\$2,555.00
09/25/17	Chantel L. Febus	206	Review opposition to ERS bondholder joinder motion (0.70); E-mails related to same (0.50).	1.20	\$876.00
09/25/17	William D. Dalsen	206	Work on motion to dismiss Altair adversary proceedings.	3.70	\$2,701.00

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09/26/17	Jeffrey W. Levitan	206	Conference with J. Zajac and K. Perra regarding Altair dismissal motion (0.20); Conference with P. Possinger regarding Altair dismissal (0.10); Edit and revise draft of ERS motion to dismiss Altair (0.80).	1.10	\$803.00
09/26/17	Jared Zajac	206	Meeting with J. Levitan regarding motion to dismiss (0.30); Call with J. Levitan and K. Perra regarding same (0.20).	0.50	\$365.00
09/26/17	Kevin J. Perra	206	Review and edit motion to dismiss in Altair case (1.60); Review documents and statutes for same (1.20).	2.80	\$2,044.00
09/26/17	Jonathan E. Richman	206	Draft and review e-mails regarding Altair motion to dismiss.	0.30	\$219.00
09/26/17	William D. Dalsen	206	Call with M. Hackett regarding motion to dismiss arguments (0.40); Work on motion to dismiss Altair adversary proceedings (3.40).	3.80	\$2,774.00
09/26/17	Michael R. Hackett	206	Draft sections for opposition to bondholders' urgent motion regarding case schedule (2.10); Legal research for opposition (1.80); Correspondence with legal team regarding opposition (0.80); Draft motion to dismiss (2.10); Legal and factual research regarding motion to dismiss (2.20); Correspondence with legal team regarding motion to dismiss (1.10).	10.10	\$7,373.00
09/27/17	Timothy W. Mungovan	206	Review draft motion to dismiss (0.50); Communications with W. Dalsen regarding draft motion to dismiss (0.20).	0.70	\$511.00
09/27/17	Jared Zajac	206	Revise motion to dismiss (2.60); Call with W. Dalsen regarding same (0.30); E-mails with W. Dalsen regarding motion to dismiss (0.20); Review cases cited in brief and cite check same (1.40).	4.50	\$3,285.00
09/27/17	Brian S. Rosen	206	Review ERS motion to dismiss (0.90); Office conference with P. Possinger regarding same (0.20); Memorandum to K. Perra regarding same (0.10).	1.20	\$876.00
09/27/17	Michael R. Hackett	206	Draft sections for motion to dismiss.	3.50	\$2,555.00
09/27/17	Kevin J. Perra	206	Analyze, draft and edit motion to dismiss papers (2.90); E-mails and communications regarding same (1.10); Review documents for same (0.40).	4.40	\$3,212.00
09/27/17	Stephen L. Ratner	206	E-mail with K. Perra, M. Hackett regarding Altair motion to dismiss.	0.10	\$73.00
09/27/17	Paul Possinger	206	Discuss motion to dismiss Altair case with B. Rosen and J. Levitan (0.90); Review brief (0.60); E-mails regarding arguments (0.30).	1.80	\$1,314.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/27/17	Jeffrey W. Levitan	206	Review revised draft motion to dismiss Altair (0.30); E-mail with W. Dalsen regarding comments to motion (0.20); Teleconference with K. Perra regarding Altair dismissal (0.10); Review revised Altair dismissal motion (0.40); E-mail K. Perra regarding comments (0.10).	1.10	\$803.00
09/27/17	Jonathan E. Richman	206	Draft and review e-mails regarding motion to dismiss and pre-motion letter in Altair case (0.70); Review and comment on drafts of motion and pre-motion letter (2.10); Review underlying documents and research (1.30); Conference with M. Morris regarding same (0.10).	4.20	\$3,066.00
09/27/17	William D. Dalsen	206	Work on motion to dismiss Altair adversary proceedings.	6.80	\$4,964.00
09/28/17	William D. Dalsen	206	Review draft opposition to urgent motion for extension of time in Altair proceeding (0.60); Conference with M. Hackett regarding motion to dismiss Altair proceedings (0.10).	0.70	\$511.00
09/28/17	Jordan B. Leader	206	Review and revise opposition to motion for discovery extension.	0.90	\$657.00
09/28/17	Martin J. Bienenstock	206	Review Altair complaint, draft motion to dismiss (1.30); Research issues regarding claims for terminating employer contributions (7.10).	8.40	\$6,132.00
09/28/17	Jonathan E. Richman	206	Review and revise pre-motion letter and motion to dismiss in Altair (2.10); Draft and review e-mails regarding same (0.30); Teleconference with W. Dalsen regarding motion to dismiss and pre-motion letter (0.20).	2.60	\$1,898.00
09/28/17	Jared Zajac	206	E-mails with W. Dalsen regarding motion to dismiss (0.20); Outline bankruptcy sections for summary judgment motion (0.80); E-mail with E. Barak regarding special revenues issue (0.10); Review and analyze complaint and answer regarding summary judgment motion (0.70); Meetings with J. Levitan regarding motion to dismiss (0.20); Analyze of P. Possinger comments (0.30); E-mail with P. Possinger regarding same (0.10).	2.40	\$1,752.00
09/28/17	Kevin J. Perra	206	Review and edit opposition to motion to extend time in Altair case (0.60); Review communications for same (0.30); Review, analyze and edit motion to dismiss papers for Altair case (1.80); E-mails and communications with team regarding same (1.10); Review documents for same (0.90).	4.70	\$3,431.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/28/17	Paul Possinger	206	Review and revise motion to dismiss brief in Altair action.	2.20	\$1,606.00
09/28/17	Jeffrey W. Levitan	206	Review P. Possinger revisions to Altair dismissal motion (0.20); Conference with J. Zajac regarding same (0.10); Conference with J. Zajac regarding motion to dismiss Altair (0.10).	0.40	\$292.00
09/28/17	Michael R. Hackett	206	Revise opposition to bondholders' urgent motion regarding case schedule (4.20); Correspondence with legal team regarding opposition (1.10); Draft sections of motion to dismiss bondholders' complaint (3.30).	8.60	\$6,278.00
09/28/17	Brian S. Rosen	206	Memorandum to P. Possinger regarding same (0.10); Review draft ERS Motion to dismiss draft (0.80).	0.90	\$657.00
09/29/17	Jeffrey W. Levitan	206	E-mail with P. Possinger regarding motion to dismiss Altair (0.10); Conference with J. Zajac regarding same (0.10); E-mail P. Possinger regarding Altair summary judgment (0.10).	0.30	\$219.00
09/29/17	Michael R. Hackett	206	Draft motion to dismiss (2.80); Correspondence with legal team regarding motion to dismiss (1.50).	4.30	\$3,139.00
09/29/17	Kevin J. Perra	206	Review and analyze motion to dismiss in Altair (1.20); Review documents regarding same (1.20); Communications with team regarding same (0.30).	2.70	\$1,971.00
09/29/17	Timothy W. Mungovan	206	Communications with B. Rosen and S. Ratner regarding brief on motion to dismiss.	0.50	\$365.00
09/29/17	William D. Dalsen	206	Teleconference with team regarding motion to dismiss Altair proceeding (1.10); Continue work on motion to dismiss Altair adversary proceedings (0.90).	2.00	\$1,460.00
09/29/17	Stephen L. Ratner	206	E-mail with T. Mungovan, K. Perra, B. Rosen, team regarding draft motion to dismiss.	0.20	\$146.00
09/29/17	Jonathan E. Richman	206	Draft and review e-mails regarding Altair motion to dismiss (0.90); Teleconference with P. Friedman, M. Pocha, K. Perra, P. Possinger, W. Dalsen, M. Hackett regarding Altair motion (0.30); Teleconference with K. Perra, W. Dalsen, P. Possinger, M. Hackett regarding same (0.70); Review draft of motion to dismiss (1.50).	3.40	\$2,482.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/29/17	Jared Zajac	206	Teleconference with J. Levitan regarding summary judgment motion (0.10); Teleconference with M. Hackett regarding summary judgment motion (0.10); E-mail M. Hackett regarding same (0.10); Conference with J. Levitan regarding motion to dismiss (0.10).	0.40	\$292.00
09/30/17	Jonathan E. Richman	206	Draft and review e-mails regarding Altair motion to dismiss.	0.30	\$219.00
09/30/17	William D. Dalsen	206	Review draft argument in support of motion to dismiss Altair adversary proceedings (0.60); Revise draft motion to dismiss per M. Bienenstock comments (0.80); Correspondence with team regarding the same (0.30).	1.70	\$1,241.00
09/30/17	Michael R. Hackett	206	Draft motion to dismiss bondholders' complaint (3.70); Correspondence with legal team regarding motion to dismiss (1.10).	4.80	\$3,504.00
09/30/17	Martin J. Bienenstock	206	Research, revise, and draft portions of brief to dismiss ERS complaint.	6.20	\$4,526.00
09/30/17	Kevin J. Perra	206	Review and edit motion to dismiss in Altair (1.40); Communications regarding same (0.50).	1.90	\$1,387.00
09/30/17	Timothy W. Mungovan	206	Revisions to motion to dismiss complaint in Altair (0.80); Communications with M. Bienenstock, K. Perra, M. Hackett and W. Dalsen regarding revisions to motion to dismiss complaint in Altair (0.30).	1.10	\$803.00
Documents Filed on Behalf of the Board				324.10	\$234,673.00

Non-Board Court Filings -- 207

Date	Timekeeper	Task	Description	Hours	Amount
09/01/17	Kevin J. Perra	207	Review and analyze deposition notices and objections to same.	0.30	\$219.00
09/01/17	Michael R. Hackett	207	Review and analyze deposition subpoenas for ERS, Commonwealth, AAFAF, and Board.	3.30	\$2,409.00
09/01/17	Paul Possinger	207	Review ERS deposition notices (0.30); Related e-mails (0.10).	0.40	\$292.00
09/04/17	Michael R. Hackett	207	Review and analyze bondholders' proposed edits to stipulation.	1.20	\$876.00
09/04/17	Peter D. Doyle	207	Review bondholders' responses and objections to ERS document requests.	0.50	\$365.00
09/06/17	Brian S. Rosen	207	Review correspondence regarding Altair (0.40); Review pleadings regarding same (2.70).	3.10	\$2,263.00
09/07/17	Brian S. Rosen	207	Complete review of ERS materials.	1.20	\$876.00
09/08/17	Michael R. Hackett	207	Review and analyze Altair v. ERS complaint.	2.50	\$1,825.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/10/17	Steven O. Weise	207	Prepare comments on bondholder briefs.	3.80	\$2,774.00
09/12/17	Stephen L. Ratner	207	Review Retiree Committee intervention motion.	0.20	\$146.00
09/12/17	Michael R. Hackett	207	Review and analyze Retiree Committee's motion to intervene (1.80); Correspondence with legal team regarding motion to intervene (0.80); Review UCC intervention filings (2.10).	4.70	\$3,431.00
09/13/17	Michael R. Hackett	207	Review Retiree Committee's motion to intervene.	1.10	\$803.00
09/14/17	Jeffrey W. Levitan	207	Complete review of Retirees Committee's draft Altair dismissal motion.	0.60	\$438.00
09/14/17	Steven O. Weise	207	Review and comment on document request.	0.90	\$657.00
09/15/17	Kevin J. Perra	207	Review and analyze oppositions to motions to intervene by Retirees Committee.	2.30	\$1,679.00
09/19/17	Kevin J. Perra	207	Review urgent motion by bondholders regarding scheduling and dates.	0.80	\$584.00
09/22/17	Michael R. Hackett	207	Analyze intervention decision by First Circuit for impact on ERS intervention.	1.30	\$949.00
09/23/17	Jeffrey W. Levitan	207	Review J. Richman e-mail regarding Altair complaint.	0.10	\$73.00
09/25/17	Kevin J. Perra	207	Review and analyze opposition to motion to extend time in Altair case (0.80); Review documents and correspondence for same (0.50).	1.30	\$949.00
09/26/17	Jared Zajac	207	Review scheduling order.	0.10	\$73.00
09/26/17	Kevin J. Perra	207	Review and analyze opposition to motion to extend time in Altair case (0.60); Review documents and communications for same (0.50).	1.10	\$803.00
09/27/17	Kevin J. Perra	207	Review and analyze opposition to motion to extend deadlines.	0.30	\$219.00
09/29/17	Jeffrey W. Levitan	207	Review Altair timing motions.	0.20	\$146.00
Non-Board Court Filings				31.30	\$22,849.00

Adversary Proceeding -- 209

Date	Timekeeper	Task	Description	Hours	Amount
09/01/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.30	\$219.00
09/01/17	Jeffrey W. Levitan	209	Review Alladi e-mail, document production.	0.20	\$146.00
09/03/17	Kevin J. Perra	209	Review communications and drafts regarding document collection and custodians.	0.20	\$146.00
09/03/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.20	\$146.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/04/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.20	\$146.00
09/05/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.30	\$219.00
09/05/17	Kevin J. Perra	209	Review and analyze 30(b)(6) deposition notices, topics and related issues.	0.80	\$584.00
09/06/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.30	\$219.00
09/08/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.20	\$146.00
09/08/17	Vincent Indelicato	209	Analyze outstanding ERS discovery issues.	0.50	\$365.00
09/11/17	Kevin J. Perra	209	Review and analyze discovery/document production/stipulation issues in Altair case.	0.70	\$511.00
09/11/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.10	\$73.00
09/12/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.20	\$146.00
09/13/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.10	\$73.00
09/13/17	Kevin J. Perra	209	Review and analyze discovery, stipulation and document production correspondence.	0.40	\$292.00
09/14/17	Kevin J. Perra	209	Develop outline for motion to dismiss in Altair case (1.20); Review documents and issues for same (0.20).	1.40	\$1,022.00
09/14/17	Jordan B. Leader	209	E-mails regarding discovery in Altair case.	0.20	\$146.00
09/18/17	Jordan B. Leader	209	E-mails regarding discovery in Altair case.	0.10	\$73.00
09/18/17	Jared Zajac	209	Review UCC filings regarding documents for production.	0.40	\$292.00
09/18/17	Kevin J. Perra	209	Review deposition and schedule issues in ERS case.	0.40	\$292.00
09/19/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.10	\$73.00
09/21/17	Jordan B. Leader	209	E-mails regarding discovery in ERS v. Altair case.	0.10	\$73.00
09/21/17	Michael R. Hackett	209	Attention to document productions (1.50); Correspondence with legal team regarding document productions (0.80); Review bondholders' document production (1.80).	4.10	\$2,993.00
09/22/17	Om V. Alladi	209	Circulate ERS bondholders' production in Altair matter.	0.70	\$175.00
09/22/17	Peter D. Doyle	209	Review bondholder production.	1.40	\$1,022.00
09/23/17	Peter D. Doyle	209	Review bondholder production (1.20); Communication with M. Hackett, S. Weise, and others regarding same (0.60).	1.80	\$1,314.00
09/23/17	Jordan B. Leader	209	E-mails regarding discovery in Altair case.	0.10	\$73.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/23/17	Jeffrey W. Levitan	209	Review M. Hackett, S. Weise e-mails regarding document production.	0.10	\$73.00
09/26/17	Om V. Alladi	209	Distribute requested discovery documents to team members.	0.30	\$75.00
09/30/17	Kevin J. Perra	209	Review discovery e-mails.	0.40	\$292.00
Adversary Proceeding				16.30	\$11,419.00

Analysis and Strategy -- 210

Date	Timekeeper	Task	Description	Hours	Amount
09/01/17	Peter D. Doyle	210	Communications regarding discovery, including deposition notice of bondholders and discovery stipulation (0.40); Review discovery strategy (1.10).	1.50	\$1,095.00
09/01/17	Paul Possinger	210	Follow-up e-mails with M. Hackett regarding ERS discovery.	0.20	\$146.00
09/01/17	Michael R. Hackett	210	Correspondence with legal team regarding deposition subpoenas.	1.30	\$949.00
09/04/17	Michael R. Hackett	210	Correspondence with legal team regarding stipulation.	0.50	\$365.00
09/04/17	Peter D. Doyle	210	Communications regarding revisions to stipulation.	0.30	\$219.00
09/05/17	Michael R. Hackett	210	Correspondence with legal team regarding discovery and stipulations.	2.00	\$1,460.00
09/06/17	Michael R. Hackett	210	Correspondence with legal team regarding perfection stipulation.	1.10	\$803.00
09/06/17	Brian S. Rosen	210	Review M. Hackett memorandum regarding scheduling in connection with Altair (0.10); Memorandum to M. Hackett regarding same (0.10).	0.20	\$146.00
09/06/17	Peter D. Doyle	210	Prepare for discussions regarding "perfection stipulation" (0.10); Participate in same (0.90).	1.00	\$730.00
09/07/17	Peter D. Doyle	210	Participate in conference call with team regarding Altair stipulation (1.10); Communications with team regarding same (0.40); Review scheduling issues and proposals (0.20).	1.70	\$1,241.00
09/07/17	Michael R. Hackett	210	Correspondence with legal team regarding new schedule.	1.50	\$1,095.00
09/08/17	Peter D. Doyle	210	Review and revise "perfection stipulation".	0.30	\$219.00
09/08/17	William D. Dalsen	210	Conference with M. Hackett regarding Altair litigation.	0.30	\$219.00
09/08/17	Michael R. Hackett	210	Correspond with legal team regarding perfection stipulation (1.20); Correspond with legal team regarding responses and objections (1.10).	2.30	\$1,679.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/11/17	Michael R. Hackett	210	Correspondence with legal team regarding discovery requests (0.80);	1.50	\$1,095.00
09/11/17	Jeffrey W. Levitan	210	Correspondence with legal team regarding deposition subpoenas (0.70). Conference with J. Zajac regarding bondholder actions and strategy.	0.10	\$73.00
09/11/17	Paul Possinger	210	Review e-mails regarding discovery status in lien challenge proceeding.	0.40	\$292.00
09/13/17	Peter D. Doyle	210	Communications with M. Hackett and O'Melveny regarding discovery issues and schedule with Jones Day in ERS v. Altair.	1.20	\$876.00
09/13/17	Jeffrey W. Levitan	210	Conference with J. Zajac regarding Altair actions.	0.10	\$73.00
09/15/17	Peter D. Doyle	210	Review discovery issues and revised schedule.	0.40	\$292.00
09/16/17	Timothy W. Mungovan	210	Communications with M. Hackett and W. Dalsen regarding ERS/Altair complaint and arguments regarding same.	0.40	\$292.00
09/17/17	Timothy W. Mungovan	210	Communications with M. Hackett and S. Ratner regarding deposition designees and discovery issues in ERS/Altair.	0.40	\$292.00
09/18/17	Timothy W. Mungovan	210	Communications with S. Ratner and M. Hackett regarding 30(b)(6) witness.	0.40	\$292.00
09/18/17	Michael R. Hackett	210	Conferences with legal team and bondholders regarding discovery disputes (1.40); Correspondence with legal team regarding depositions (0.40); Draft summary of positions regarding depositions (1.20).	3.00	\$2,190.00
09/18/17	Stephen L. Ratner	210	E-mail with M. Hackett regarding 30(b)(6) depositions.	0.10	\$73.00
09/20/17	Michael R. Hackett	210	Correspondence with legal team regarding deposition subpoenas.	0.70	\$511.00
09/21/17	Peter D. Doyle	210	Review Altair v. ERS motion to dismiss outline.	2.80	\$2,044.00
09/22/17	Steven O. Weise	210	Review documents produced by bondholders in connection with security interest and review of law regarding same.	2.30	\$1,679.00
09/24/17	Peter D. Doyle	210	Review draft motion to dismiss the Altair proceedings.	1.50	\$1,095.00
09/25/17	Peter D. Doyle	210	Review revised motion to dismiss Altair (1.50); Communications regarding same (0.30); Review M. Hackett correspondence regarding meet and confer (0.20).	2.00	\$1,460.00
09/26/17	Peter D. Doyle	210	Review bondholders' correspondence regarding amending their complaints (0.10); Communications with M. Hackett, K. Perra, and others regarding same (0.30).	0.40	\$292.00

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Date	Timekeeper	Task	Description	Hours	Amount
09/27/17	Michael R. Hackett	210	Correspondence with legal team regarding discovery disputes and stipulations.	0.50	\$365.00
09/30/17	Timothy W. Mungovan	210	Communications with M. Hackett and K. Perra regarding meet and confer with Jones Day and White & Case on Altair complaint.	1.30	\$949.00
09/30/17	William D. Dalsen	210	Correspondence with team regarding objections to Altair notices of deposition.	0.40	\$292.00
09/30/17	Lary Alan Rappaport	210	E-mails with T. Mungovan regarding ERS briefing, strategy.	0.10	\$73.00
Analysis and Strategy				34.20	\$24,966.00

General Administration -- 212

Date	Timekeeper	Task	Description	Hours	Amount
09/01/17	Alexandra V. Bargoot	212	Review service list to insure accuracy.	0.80	\$584.00
09/01/17	Lawrence T. Silvestro	212	Review ERS docket entries (0.80); File case documents in electronic database (0.40).	1.20	\$300.00
09/04/17	Magali Giddens	212	Review e-mails and attachments from M. Hackett regarding ERS v. Altair discovery documents to be added to Share Point.	0.20	\$50.00
09/05/17	Eamon Wizner	212	Prepare cosmetic revisions for court filing per O. Alladi.	0.90	\$225.00
09/08/17	Casey Quinn	212	Pull ERS filings for M. Hackett.	2.20	\$550.00
09/08/17	Magali Giddens	212	Correspondence with M. Hackett regarding Altair case providing documents to Luskin Stern (0.10); Review correspondence exchange with Luskin (0.10); Provide case numbers to M. Hackett regarding all ERS matters (0.10); Research docket in Federal Court of Claims case (0.20); Coordinate with C. Quinn regarding retrieving documents (0.30); Review same and draft e-mail to M. Luskin regarding same (0.30); Follow-up e-mails with M. Hackett and M. Luskin regarding same (0.20); Correspond with M. Hackett regarding serving Board responses and objections to deposition subpoenas (0.20); Prepare and send service e-mail (0.30).	1.80	\$450.00
09/18/17	Lawrence T. Silvestro	212	Review opposition for leave to intervene Rule for factual consistency.	3.40	\$850.00
09/28/17	Tiffany Miller	212	Compile zip folder of cases cited in Altair motion to dismiss per W. Dalsen.	0.90	\$225.00
General Administration				11.40	\$3,234.00

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Legal/Regulatory Matters -- 214

Date	Timekeeper	Task	Description	Hours	Amount
09/08/17	Peter D. Doyle	214	Prepare for and participate in conference call regarding Altair litigation in Federal Court of Claims with P. Possinger, M. Hackett, C. Carney, K. Perra, and government lawyers.	0.80	\$584.00
09/08/17	Paul Possinger	214	Call with US Attorney regarding bondholder suit.	0.70	\$511.00
09/08/17	Kevin J. Perra	214	Prepare for and participate in call with DOJ regarding Altair cases.	1.50	\$1,095.00
Legal/Regulatory Matters				3.00	\$2,190.00

Employment and Fee Applications -- 218

Date	Timekeeper	Task	Description	Hours	Amount
09/29/17	Natasha Petrov	218	Draft calculations regarding professionals, task codes, and disbursements for Proskauer first interim fee application (2.20); Draft analysis of August monthly statement (1.40); E-mail R. Kim regarding same (0.20); Draft first interim application (1.20).	5.00	\$1,250.00
Employment and Fee Applications				5.00	\$1,250.00

Total for Professional Services**\$396,136.00**

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Timekeeper Summary

Timekeeper	Status	Hours	Rate	Value
BRIAN S. ROSEN	PARTNER	11.60	730.00	\$8,468.00
JEFFREY W. LEVITAN	PARTNER	14.30	730.00	\$10,439.00
JONATHAN E. RICHMAN	PARTNER	21.90	730.00	\$15,987.00
KEVIN J. PERRA	PARTNER	62.70	730.00	\$45,771.00
LARY ALAN RAPPAPORT	PARTNER	0.10	730.00	\$73.00
MARTIN J. BIENENSTOCK	PARTNER	14.60	730.00	\$10,658.00
PAUL POSSINGER	PARTNER	20.40	730.00	\$14,892.00
PETER D. DOYLE	PARTNER	22.70	730.00	\$16,571.00
STEPHEN L. RATNER	PARTNER	4.10	730.00	\$2,993.00
STEVEN O. WEISE	PARTNER	25.30	730.00	\$18,469.00
TIMOTHY W. MUNGOVAN	PARTNER	8.60	730.00	\$6,278.00
Total for PARTNER		206.30		\$150,599.00
CHANTEL L. FEBUS	SENIOR COUNSEL	1.20	730.00	\$876.00
JORDAN B. LEADER	SENIOR COUNSEL	4.80	730.00	\$3,504.00
Total for SENIOR COUNSEL		6.00		\$4,380.00
ALEXANDRA V. BARGOOT	ASSOCIATE	6.40	730.00	\$4,672.00
JARED ZAJAC	ASSOCIATE	50.50	730.00	\$36,865.00
MAJA ZERJAL	ASSOCIATE	2.20	730.00	\$1,606.00
MATTHEW J. MORRIS	ASSOCIATE	1.90	730.00	\$1,387.00
MICHAEL R. HACKETT	ASSOCIATE	224.10	730.00	\$163,593.00
VINCENT INDELICATO	ASSOCIATE	0.50	730.00	\$365.00
WILLIAM D. DALSEN	ASSOCIATE	35.30	730.00	\$25,769.00
Total for ASSOCIATE		320.90		\$234,257.00
CASEY QUINN	LEGAL ASSISTANT	2.20	250.00	\$550.00
EAMON WIZNER	LEGAL ASSISTANT	0.90	250.00	\$225.00
LAWRENCE T. SILVESTRO	LEGAL ASSISTANT	6.30	250.00	\$1,575.00
MAGALI GIDDENS	LEGAL ASSISTANT	2.00	250.00	\$500.00
NATASHA PETROV	LEGAL ASSISTANT	5.00	250.00	\$1,250.00
TIFFANY MILLER	LEGAL ASSISTANT	0.90	250.00	\$225.00
Total for LEGAL ASSISTANT		17.30		\$4,325.00
ELLIOT STEVENS	LAW CLERK	7.00	250.00	\$1,750.00
OM V. ALLADI	LAW CLERK	3.30	250.00	\$825.00
Total for LAW CLERK		10.30		\$2,575.00
Total		560.80		\$396,136.00

For Charges and Disbursements

Date	Timekeeper	Type	Description	Amount
09/05/2017	Chantel L. Febus	REPRODUCTION	REPRODUCTION	\$6.60
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$1.20
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.60
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$1.80
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.60
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$1.80

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Date	Timekeeper	Type	Description	Amount
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.60
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$1.80
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$1.20
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$1.80
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.30
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$1.65
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.45
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$3.75
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.45
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.60
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.45
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$3.45
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.45
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.45
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$1.50
09/05/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.45
09/06/2017	Mee R. Kim	REPRODUCTION	REPRODUCTION	\$0.15
09/19/2017	Angelo Monforte	REPRODUCTION	REPRODUCTION	\$0.90
09/19/2017	Angelo Monforte	REPRODUCTION	REPRODUCTION	\$0.90
09/19/2017	Angelo Monforte	REPRODUCTION	REPRODUCTION	\$1.35
09/19/2017	Angelo Monforte	REPRODUCTION	REPRODUCTION	\$1.35
09/19/2017	Guy Brenner	REPRODUCTION	REPRODUCTION	\$11.40
09/19/2017	Guy Brenner	REPRODUCTION	REPRODUCTION	\$8.25
09/19/2017	Guy Brenner	REPRODUCTION	REPRODUCTION	\$7.05
09/20/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$7.95
09/21/2017	Elliot Stevens	REPRODUCTION	REPRODUCTION	\$3.00
09/22/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$1.50
09/22/2017	Jonathan E. Richman	REPRODUCTION	REPRODUCTION	\$7.95
09/22/2017	Jonathan E. Richman	REPRODUCTION	REPRODUCTION	\$5.85
09/24/2017	Jonathan E. Richman	REPRODUCTION	REPRODUCTION	\$12.30
09/27/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$6.30
09/27/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$6.60
09/27/2017	Jonathan E. Richman	REPRODUCTION	REPRODUCTION	\$12.90
09/28/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$0.15
09/28/2017	Jared Zajac	REPRODUCTION	REPRODUCTION	\$0.90
09/29/2017	Jonathan E. Richman	REPRODUCTION	REPRODUCTION	\$6.60
Total for REPRODUCTION				\$135.30

Date	Timekeeper	Type	Description	Amount
09/20/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 2:40:15 Searches - 0 Shepards and Autocite - 3 Lexsees and Lexstat - 25	\$788.25
09/21/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 7:13:41 Searches - 24 Shepards and Autocite - 10 Lexsees and Lexstat - 73	\$7,006.50
09/21/2017	Elliot Stevens	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$1,318.00

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Date	Timekeeper	Type	Description	Amount
09/22/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 2:13:10 Searches - 4 Shepards and Autocite - 1 Lexsees and Lexstat - 19	\$930.00
09/22/2017	Elliot Stevens	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$168.00
09/25/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 0:46:53 Searches - 3 Shepards and Autocite - 0 Lexsees and Lexstat - 2	\$899.00
09/25/2017	Elliot Stevens	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$1,714.00
09/26/2017	Elliot Stevens	LEXIS	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	\$183.00
09/27/2017	Jared Zajac	LEXIS	LEXIS Connect and Comm Time - 1:09:13 Searches - 0 Shepards and Autocite - 2 Lexsees and Lexstat - 12	\$303.50
			Total for LEXIS	\$13,310.25

Date	Timekeeper	Type	Description	Amount
09/06/2017	Alexandra V. Bargoot	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000007 Lines	\$198.00
09/07/2017	Alexandra V. Bargoot	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000025 Lines	\$99.00
09/08/2017	Alexandra V. Bargoot	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000008 Lines	\$99.00
09/21/2017	Elliot Stevens	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000009 Lines	\$732.00
09/25/2017	William D. Dalsen	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000022 Lines	\$1,249.00
09/26/2017	Elliot Stevens	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000032 Lines	\$1,225.00
09/26/2017	William D. Dalsen	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000003 Lines	\$99.00
09/27/2017	Jonathan E. Richman	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000014 Lines	\$227.00
09/27/2017	William D. Dalsen	WESTLAW	WESTLAW Connect and Comm Time - 000000:00:00 WestChk and Other Trans - 0000000012 Lines	\$495.00
			Total for WESTLAW	\$4,423.00

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Date	Timekeeper	Type	Description	Amount
06/25/2017	Steven O. Weise	TAXI, CARFARE, MILEAGE AND PARKING	TAXI, CARFARE, MILEAGE AND PARKING Taxi/Car Service - Steven Weise Car service from home to LAX airport	\$125.00
06/26/2017	Steven O. Weise	TAXI, CARFARE, MILEAGE AND PARKING	TAXI, CARFARE, MILEAGE AND PARKING Taxi/Car Service - Steven Weise Car service from home to SJU airport to hotel	\$152.64
06/28/2017	Steven O. Weise	TAXI, CARFARE, MILEAGE AND PARKING	TAXI, CARFARE, MILEAGE AND PARKING Taxi/Car Service - Steven Weise Car service from home to SJU airport to hotel	\$23.00
Total for TAXI, CARFARE, MILEAGE AND PA				\$300.64

Date	Timekeeper	Type	Description	Amount
06/26/2017	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS Hotel - Dinner - Steven Weise Dinner after arriving at Hotel for client meetings and hearing. Steven Weise	\$31.23
06/27/2017	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS Hotel - Dinner - Steven Weise Room charge for meal . Steven Weise	\$33.79
06/28/2017	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS Hotel - Meals - Other - Steven Weise Room charge for soda. Steven Weise	\$2.77
06/28/2017	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS Hotel - Dinner - Steven Weise Room charge for dinner. Steven Weise	\$26.09
06/28/2017	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS Hotel - Dinner - Steven Weise Room charge for dessert and coffee. Steven Weise	\$26.09
06/29/2017	Steven O. Weise	OUT OF TOWN MEALS	OUT OF TOWN MEALS Hotel - Breakfast - Steven Weise Room service breakfast at hotel. Steven Weise	\$29.95
Total for OUT OF TOWN MEALS				\$149.92

Date	Timekeeper	Type	Description	Amount
06/15/2017	Steven O. Weise	AIRPLANE	AIRPLANE Airfare - Steven Weise Airfare to Puerto Rico for omnibus hearing on June 28th.	\$1,057.08
06/15/2017	Steven O. Weise	AIRPLANE	AIRPLANE Airfare Service Fee - Steven Weise Airfare service fee	\$35.00
06/21/2017	Steven O. Weise	AIRPLANE	AIRPLANE Airfare Service Fee - Steven Weise Airfare service fee	\$35.00
06/22/2017	Steven O. Weise	AIRPLANE	AIRPLANE Airfare - Steven Weise exchange ticket and penalty fee for flight to Puerto Rico for June 28 omnibus hearing.	\$418.54
06/26/2017	Steven O. Weise	AIRPLANE	AIRPLANE Air WiFi - Steven Weise Inflight WiFi	\$3.99
06/29/2017	Steven O. Weise	AIRPLANE	AIRPLANE Air WiFi - Steven Weise Inflight WiFi	\$8.99

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Total for AIRPLANE

\$1,558.60

Charges and Disbursements Summary

Type of Disbursements	Amount
REPRODUCTION	135.30
LEXIS	13,310.25
WESTLAW	4,423.00
TAXI, CARFARE, MILEAGE AND PARKING	300.64
OUT OF TOWN MEALS	149.92
AIRPLANE	1,558.60
Total Expenses	\$19,877.71
Total Amount for this Matter	\$416,013.71